MARVEL MASTERWORKS®

MARVEL TEAM-UP®

VOLUME 1

MARVEL TEAM-UP Nos. 1-11

GERRY CONWAY, ROSS ANDRU,
GIL KANE & JIM MOONEY

MARVEL

MARVEL MASTERWORKS

PRESENTS

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COLLECTING

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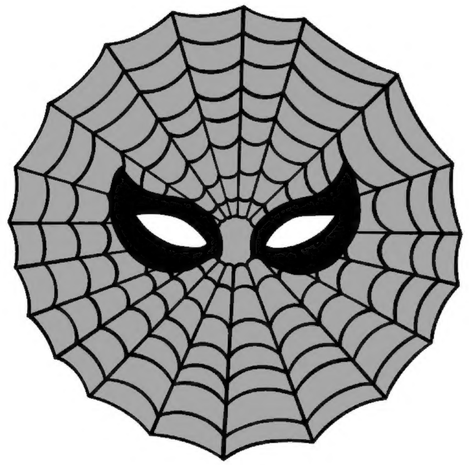
GERRY CONWAY • ROSS ANDRU

GIL KANE • JIM MOONEY



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MARVEL MASTERWORKS
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Nos. 1-11

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MARVEL MASTERWORKS

CONTENTS

Introduction by Gerry Conway

Marvel Team-Up #1, March 1972
"Have Yourself a Sandman Little Christmas!"

Marvel Team-Up #2, May 1972
"And Spidey Makes Four!"

Marvel Team-Up #3, July 1972
"The Power to Purge!"

Marvel Team-Up #4, September 1972
"And Then--The X-Men!"

Marvel Team-Up #5, November 1972
"A Passion of the Mind!"

Marvel Team-Up #6, January 1973
"…As Those Who Will Not See!"

Marvel Team-Up #7, March 1973
"A Hitch in Time!"

Marvel Team-Up #8, April 1973
"The Man-Killer Moves at Midnight!"

Marvel Team-Up #9, May 1973
"The Tomorrow War!"

Marvel Team-Up #10, June 1973
"Time Bomb!"

Marvel Team-Up #11, July 1973
"The Doomsday Gambit!"

BEHOLD: AN INTRODUCTION
BY GERRY CONWAY

It all started with Cain and Abel.

Yes, they were brothers, but if you look at it in a certain way (an admittedly crazy way), they were also the first team-up characters in our Judeo-Christian cultural history.

Please. Give me a moment to explain my thinking before you snort with derision, slam this book shut, and toss it back on the table at your friendly neighborhood comic book store (or friendly neighborhood Barnes & Noble, wherever you get your *Marvel Masterworks* fix).

The basic unit of any good story is conflict, and until Cain and Abel (in the Bible, at least) the only real conflict was between God and Man.

("I say unto you, don't eat that apple."

("Oh yeah? Says who?"

("I said, say I."

("Oh yeah? Well, you're not the boss of me."

(*Krunch.* Sound of lips smacking.

("You're going to be sorry you did that."

(*Kathoom.* Sounds of thunderbolts and exile from Paradise.)

Cain and Abel, though, *those* boys brought conflict down to earth. Cain and Abel are Judeo-Christian culture's first true antagonists: brothers who should have been friends, competing for attention against each other, a conflict that ends tragically.

By the way, ever notice this story is always referred to as "Cain and Abel" instead of "Abel and Cain?"

That's because *Cain* is the protagonist, not Abel.

He's the guy with a problem, which creates the conflict at the heart of the story. He's the guy whose actions to solve that problem move the story forward. He's the guy whose fate completes the tale.

Abel is the antagonist, the barrier to what Cain wants to achieve. Remember, Cain and Abel are competing for God's approval with gifts. Abel, the shepherd, brings God some roasted lamb. Cain, the farmer, grills him some veggies. God likes the lamb, doesn't like the veggies. (A situation that exists to this day in many homes across our fine nation.) The result: conflict between Cain and Abel, harsh words, maybe a slap, some shoving and name-calling, and finally, *whack!*

Followed by the inevitable trial scene, tearful confession on the witness stand, punishment of the convicted criminal, wise remark by the aging D.A.—

No, wait, that's *Law & Order*.

Anyway.

To sum up: Cain and Abel, first real antagonists, first human conflict, first story.

First team-up.

Because you can't have Cain without Abel.

And the best conflict is conflict between two humans who might otherwise have been friends.

Which, in a long and unnecessarily convoluted manner, brings us to the present volume before you, *Marvel Masterworks: Marvel Team-Up*, issues 1-11:

Marvel's first true, dedicated team-up book.

Also, a turning point in Marvel history.

Sit down and gather close, young-un's, while I tell you a story.

Way back in the last century, in the year 1971, a boy from Queens received great power and, with it, great responsibility.

No, *not* Peter Parker. *Another* boy from Queens.

Me.

In 1971, I was 19 years old, and I'd been writing comics professionally for three years, since the summer of 1968 when I sold my first story to an editor at DC Comics named Murray Boltinoff.

In the intervening years I wrote dozens of stories for DC—mostly short "horror" tales for the great editor Dick Giordano, on books like *House of Secrets*—before fulfilling a lifelong ambition: getting a writing assignment from Roy Thomas at Marvel.

(I don't know if you can really have a "lifelong" ambition at 18, but if you can, I had one.)

One script assignment at Marvel led to another, and after a few months Roy asked me to leave DC and join the Marvel Bullpen full time. At first I was just a relief pitcher sent in to toss the ball a couple innings once the home team had a comfortable lead, but eventually Roy and Stan decided to call me up permanently from the minors and make me a starter.

(What can I say? We've been watching a lot of baseball in my house lately. Go Dodgers.)

The rest is history.

Well, *my* history, anyway.

My first regular assignments at Marvel were for second-tier heroes like Iron Man (I know, right? Iron Man, *second* tier; what were we thinking?), Daredevil and Sub-Mariner. Eventually, Roy and Stan trusted me enough to give me the reins of a first-tier hero, Thor. In less than two years, I'd gone from writing eight page horror stories for DC to scripting one of Marvel's most iconic heroes.

But what I really wanted to do was write Spider-Man.

Fat chance of *that* ever happening.

See, Spider-Man was Stan Lee's baby, and with the exception of a brief fill-in sequence Roy Thomas wrote (introducing the super-vampire Morbius, featured prominently in the collection you're

gripping tightly in your sweaty fingers) no one but Stan had *ever* written Spider-Man in an ongoing series.

Until Stan and Roy came up with the idea of Marvel Team-Up, featuring a certain Wall-Crawler and a Second Player To Be Named Later.

And after pitching the first five innings by writing issue number one, Roy Thomas called me out of the warm-up cage and handed me the ball.

I'll stop with the baseball metaphors now.

Marvel Team-Up was conceived, originally, as a buddy book featuring Spider-Man and The Human Torch. (At least, that's how I remember it. Did I mention it was a long time ago and I was a lot younger then?) The problem with that set-up became apparent pretty quickly. Marvel's stock in trade, then and now, is character development through serial story-telling. In theory, what happened to Peter Parker in February's issue of *Amazing Spider-Man* affected story and character developments in the March issue following. Ditto for what happened to Johnny Storm in February's *Fantastic Four*. So, given that was a given, how could we weave character-based, continuing story-lines in *Amazing Spider-Man* and *Fantastic Four*, written by one writer (Stan), with character-based, continuing story-lines in *Marvel Team-Up*, written by another writer (me)?

The mind reeled!

(Yes, yes, I know, these days, with multiple lines of continuity weaving between dozens of titles, with company-wide *Secret Zombie Wars* and world-spanning *Civil Invasions*, our being confounded by the problems of continuity between a mere *three titles* seems hopelessly 20th Century. But we were young then, and we had Much To Learn.)

After a few issues, it became obvious to Roy and yours truly that trying to keep track of ongoing continuity between *three different titles* was an impossible job. (Do I detect hysterical mocking laughter coming from the direction of Brian Michael Bendis and Mark Millar? Yeah, well, laugh while you can. Really. Laugh; it's good for you. I'm laughing right now, and these tears you see are tears of laughter. Honestly.)

So we widened the scope, and dropped one of the ongoing heroes, and made *Marvel Team-Up* into an honest-to-goodness, real *super hero team-up book* featuring a single super hero teaming with a variety of other heroes pulled from the ranks of the company's own comic book universe.

Amazing no one had ever thought of such a *brave*, and dare I say, *bold* idea before.

So that's how I came to be the first ongoing writer of Spider-Man who wasn't also named Stan Lee.

A few months after I started writing Spidey in *Marvel Team-Up*, Stan decided he no longer had time to write a monthly comic, and with great reluctance, but apparently with some confidence I wouldn't screw things up too badly, handed me the dream assignment of a lifetime. He gave me the scripting reins of *Amazing Spider-Man*.

And I promptly killed off Gwen Stacy.

But that's a story for another time...

As I look back at these first eleven issues of *Team-Up*, I sometimes cringe in embarrassment. Too often, my reach as a writer in those early days far exceeds what I could grasp. Some, if not quite a

bit, of the dialogue falls on my ears now with a leaden thump. My notion of how black people spoke in 1972 seems to have been informed primarily by watching episodes of *Mod Squad*. I over-plotted most issues horribly.

And yet…

There are some jewels strewn amid the dross:

The true origin of the Puppet Master's relationship with his blind "daughter," Alicia.

Gil Kane's marvelous rendering of The Vision.

The multiple-part time travel story featuring The Tomorrow Man *and* Kang the Conqueror.

Annihilus making a minor appearance and being dispatched by flicking an off switch. (Spoiler alert, spoiler alert.)

The beginning hints of a turn in the relationship between Peter Parker and his best friend Harry Osborn.

And an attempt to show the defeat of a villainess not by overpowering her physically, but by confronting her with the contradiction inherent in her *raison d'être*.

And, of course, the art:

Ross Andru, beginning his tenure on Spider-Man.

Marvel Team-Up is by no means a perfect book, but it is a perfect representation of what Marvel was trying to achieve in the early 1970s.

For many years, Marvel had been forced by distribution agreements to maintain a small stable of titles, no more than eleven or twelve books a month. In spite of growing reader interest, and a creative approach that offered endless possibilities, Marvel was competing with, almost literally, one had tied behind its collective back. For reasons it isn't necessary to go into here (meaning I'm not entirely sure and I don't want to get sued), when Stan Lee moved from Editor-in-Chief to Publisher, all of that changed. In the span of a few months, Marvel began publishing more and more titles, expanding from twelve books to twenty, to thirty; starting a black-and-white line; investigating new formats; bringing out reprint books galore.

A Bullpen that fit into three small offices expanded to half a floor, then a whole floor, then two floors.

Writers—like myself—and artists who'd been writing and drawing minor features and third-tier characters were suddenly promoted to new, first-tier books.

The Marvel Explosion of the early 1970s had begun, and continues to this day.

But it all started, really, with a book like *Marvel Team-Up*.

And before that, of course, Cain and Abel.

2010

MARVEL TEAM-UP MARVEL COMICS GROUP™

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN™ AND THE HUMAN TORCH™

APPROVED BY THE COMICS CODE AUTHORITY

AND NOW... THE SANDMAN!

SPIDEY AND THE TORCH--TOGETHER!

HAVE YOURSELF A LITTLE CHRISTMAS!

SANDMAN

A SPRIG OF MARVEL-OUS MISTLETOE FROM:
STAN LEE, EDITOR * ROY THOMAS, WRITER * ROSS ANDRU, ARTIST
M. ESPOSITO, INKER * ARTIE SIMEK, LETTERER

BOOZE

'TIS THE DAY BEFORE CHRISTMAS, AND ALL 'LONG THE SAND, NOT A CREATURE IS STIRRING--

--SAVE THE POLAR BEAR CLAN!

SURE, SURE... WE KNOW IT'S NOT MUCH OF A RHYME-- BUT WE'VE GOTTA START THIS STORY SOMEWHERE, DON'T WE?

OR, PERHAPS WE SHOULD BEGIN WITH--PETER PARKER.

BRRR... I'M STILL NOT SURE IF JAMESON REALLY WANTS PICS OF THAT CREW FOR HIS CHRISTMAS EVE EDITION...

...OR IF THIS IS JUST HIS IDEA OF A LATE APRIL FOOL'S JOKE.

BUT, I'VE GOTTA HAVE BREAD, FOR MY LATE DATE WITH GWENNY, SO...

AHHH... THEY'RE OFF AND RUNNING. OFF, ANYHOW.

ACTUALLY, I SHOULDN'T MAKE FUN OF 'EM. I'M THE ONE WHOSE TEETH ARE CHATTERING.

AND THEY DON'T EVEN HAVE SPIDER-POWERS.

OH WELL, TAKE YOUR HUMAN INTEREST SHOTS, MR. P.-- AND SPLIT.

NOT TOO QUICKLY, LAD--OR YOU MIGHT MISS SOMETHING--

YOU MIGHT MISS--THIS.

EEEEK! SOMETHING ALIVE-- JUST BRUSHED PAST MY LEGS!

IT'S SOME KIND OF SNAKE-- OR A TENTACLE.

BUT, IT'S MADE OUT OF-- SAND!

LET ME OUT OF HERE!

A SNAKE? NO. BUT A TENTACLE--YES--

...A TENTACLE, INDEED, OF SAND...

...WHICH SPIRALS CYLINDRICALLY UPWARD...

...THEN BEGINS TO SHAPE ITSELF...

...INTO SOMETHING FAR MORE...

...SINISTER....!

IT'S--A MAN! AND--I KNOW WHO HE IS.

HE'S--THE SANDMAN!

THAT'S MY NAME, SISTER. DON'T WEAR IT OUT!

'S-SCUZE ME. I JUST REMEMBERED A DENTAL APPOINTMENT IN THE BRONX.

GANG-WAY!

C'MON, JOE. AND WE THOUGHT THIS DETAIL'D BE DULL.

IF I REMEMBER THE SANDMAN, MISTER--

IT'S LIABLE TO BE LIVELIER THAN YOU WANT IT TO BE.

ALRIGHT, FANCY-PANTS...MAYBE NOBODY'S SEEN YOU FOR MONTHS...

BUT THERE'S STILL A WARRANT OUT FOR YOUR ARREST.

THERE BETTER BE. I WOULDN'T WANNA THINK YOU BLUE-BOYS HAD FERGOT ME.

WOULDN'T DREAM OF IT, PAL. NOW JUST HOLD STILL A MINUTE--

--WHILE I--

HUH?

THE 'CUFFS WENT-- RIGHT THRU HIS WRIST!

HAW! IT'S PLAIN AS DAY YOU BOYS DON'T KNOW MUCH ABOUT THE SANDMAN.

BUT IT'S GONNA BE A REAL PLEASURE TEACHIN' YA.

QUICK, HARRY. LET'S TAKE HIM FROM BOTH SIDES.

THAT WAY, WE'RE BOUND TO BRING HIM DOWN.

WANNA BET?

W-WE WENT THRU 'IM-- JUST LIKE THE 'CUFFS!

HE'S LIKE-- A HUMAN SAND CASTLE.

THOSE TWO SECURITY-COPS DON'T KNOW HOW LUCKY THEY ARE.

REFRESHMENTS

INSTEAD OF A SAND CASTLE, HE COULD HAVE MADE HIMSELF A VIRTUAL BRICK WALL INSTEAD.

THEN, THE SHEER IMPACT MIGHT'VE BROKEN BOTH THEIR NECKS.

GOOD THING I WORE MY COSTUME UNDER MY THREADS... FOR WARMTH.

ONLY THING IS... NOW I'M REALLY COLD.

WELL, HERE'S ONE WAY TO GET THE OL' BLOOD MOVIN', SPIDEY.

IT'S CALLED ACTION!

TALK, COPPERS! LAY IT ON ME AGAIN...

...HOW YER GONNA TOSS ME IN THE CAN!

YOU'VE SQUEEZED THE BREATH OUT OF THEM, SANDY.

BUT, EVEN IF THEY'RE AT A LOSS FOR WORDS...

I'M NOT EXACTLY THE TONGUE-TIED TYPE!

SPIDER-MAAARRGH!

BOPH!

NOT "MAAARRGH"--"MAN"!

SLOPPY, SANDMAN. REAL SLOPPY.

WOK!

WHAT'S WRONG? NO MORE SMART CRACKS--

--NOW THAT YER BABY-BLUES ARE FULLA SAND?

JUST SAY NITEY-NITE, INSECT, 'CAUSE--

I'VE GOT-- NOTHING TO SAY TO YOU, CREEP--

--EXCEPT THAT YOU'RE 'WAY DOWN THE LIST OF PEOPLE I DIG SPENDING CHRISTMAS EVE WITH!

THWIP!

CHRISTMAS--EVE--?

HEY! YOU ARE OUTTA TOUCH, AREN'T YOU, BIG MAN?

THAT LITTLE PIECE OF NEWS SHOOK YOU UP SO MUCH--YOU LET YOURSELF GET ALL CAPTURED.

SHUDDUP! I AINT GOT TIME TO MESS WITH YOU-- NOT NOW.

YEAH? WELL, I'D LIKE TO KNOW WHAT YOU'RE GONNA DO--

--ABOUT --IT--!?

BLAST! HE MERGED WITH THE REST OF THE BEACH-- LEAVING ME NOTHING BUT EMPTY WEBBING.

THAT DUDE'S DANGEROUS. HE'S GOT TO BE FOUND-- AND FAST--

--AND--I THINK I KNOW--JUST WHO CAN DO THAT LITTLE THING!

HOLD IT, PAL! WE WANNA TALK TO YOU--!

SORRY, BOYS-- I'VE GOT A DATE.

...THOSE BOYS IN BLUE PROBABLY THOUGHT THAT DATE I MENTIONED WAS WITH THE SANDMAN.

BUT, IT'S GORGEOUS GWENDOLYN I'LL BE SQUIRING TONIGHT.

SHE'S MUCH CUTER THAN OL' SANDY.

SHE EXPECTS ME IN A COUPLE OF HOURS.

WELL, WHAT I'VE GOT TO DO SHOULDN'T TAKE LONG.

AFTER ALL, SANDMAN ISN'T MY ENEMY. I JUST TACKLED HIM ONCE--AND THAT WAS A LOOONNNNG TIME AGO.

FAR AS I'M CONCERNED, HE'S SOMEBODY ELSE'S HEADACHE NOW.

AND, I KNOW JUST WHO THAT SOMEBODY IS.

THRU THAT WINDOW RIGHT ABOVE SHOULD BE YOUR ACTUAL SANDMAN EXPERTS.

WHAT'S MORE, THEY CAN HAVE HI--

HEYYYY

THIS *ISN'T* QUITE-- WHAT I HAD IN *MIND*--

--AND SOMEBODY'S GONNA *PAY* FOR IT-- *NOW!*

JOHNNY STORM! YOU FLAMIN' *FREAK-OUT!* WHAT'S THE BIG IDEA OF SHOOTING *FIRE-RINGS* AT ME?

HUH? SORRY, SPIDER-MAN... I DIDN'T KNOW YOU WERE *OUT* THERE.

C'MON *IN.*

WHAT'S *WITH* YOU, TORCH? YOU'RE BEING HALFWAY *CIVIL.*

AND WHERE'S THE *REST* OF YOUR FAR-OUT FOUR-SOME?

IT'S *CHRIST-MAS EVE,* Y'KNOW.

SO THEY *TELL* ME.

AND, BEFORE YOU START ASKIN' SUBTLE QUESTIONS ABOUT WHY *I'M* NOT AT *WHISPER HILL* WITH THE OTHERS...

...I'LL GIVE IT TO YOU STRAIGHT! I'VE GOT *GIRL PROBLEMS.*

YOU AND THE *REST* OF THE CIVILIZED WORLD.

WELL, MAYBE *THIS* LITTLE TIDBIT WILL TAKE YOUR MIND OFF YOUR TROUBLES!

THE *SANDMAN'S* BACK IN TOWN!

THE *SANDMAN?* THEN WHAT'RE YOU DOING *HERE?* WHY AREN'T YOU--?

WHOA, FELLA. HE'S NOT *MY* RESPONSIBILITY.

I JUST DROPPED BY TO CLUE YOU IN--AND LET *YOU* TAKE IT FROM THERE.

IF *ANYBODY* SHOULD KNOW SANDY'S *MODUS OPERANDI* BY NOW, IT'S THE *F.F.!* YOU'VE *TANGLED* WITH HIM OFTEN ENOUGH.

BUT GET *WITH* IT, CHUM. HE COULD BE ANYWHERE FROM *JERSEY* TO *JAVA* BY NOW.

I'M NO *REED RICHARDS* WITH THESE COMPUTERS, BUT MAYBE *THEY* CAN--

FUNNY, THOUGH, THAT YOU SHOULD MENTION *NEW JERSEY.*

THAT'S WHERE I FIRST "*MET*" OL' BEACH-HEAD.

WELL... NOT *IN* JERSEY, EXACTLY.

IT WAS MORE LIKE ON TOP OF THE *GEORGE WASHINGTON BRIDGE*-- BUT HE WAS HEADIN' INTO THE CITY FROM *THAT SIDE* OF THE HUDSON RIVER.*

*'WAY BACK IN *STRANGE TALES #115.* --STAN.

"HE WAS COMING AFTER YOU, WEB-SLINGER, AND HE WAS IN NO MOOD TO TANGLE WITH A POWERHOUSE LIKE ME...

"SO HE SEEMED TO JUST... VANISH!

FIGURED OUT LATER HE MUST'VE CLUNG TO THE UNDER-SIDE OF THE OL' G.W.

WEIRD. I FIRST RAN INTO HIM NEAR THAT BRIDGE, TOO.

OR--MAYBE NOT SO WEIRD.

C'MON, HOT-SHOT... I'VE GOT A HUNCH.

...THIS IS THE FAMOUS FANTASTI-CAR?

DON'T RUB IT IN, FELLA.

DON'T SWEAT IT, THOUGH. IT'LL GET US WHERE WE WANNA GO.

BY THE WAY, IF ANY OF THE YULETIDE GREENERY BELOW FILLS YOU WITH AN UNLIKELY URGE TO WISH ME MERRY CHRISTMAS... STIFLE YOURSELF.

IT'S A LONG WAY DOWN.

FAR BE IT FROM ME, STORM, TO STOP YOU FROM WALLOWING IN SELF-PITY.

JUST MOVE IT, HUH? I'VE GOT A DATE. TONIGHT.

RRY CHRISTMAS

WHO'S THE UNLUCKY CHICK?

NO ANSWER, HUH?

WELL, THERE'S THE G.W. BRIDGE... BIG AS LIFE AND TWICE AS CROWDED.

NO SANDMAN-- BUT THAT'S JUST THE FIRST PART OF MY HUNCH, ANYWAY.

TRY CRUISIN' OVER TO THE JERSEY SIDE FOR A MINUTE, OKAY?

REED AN' SUE TOOK THE NEW, IMPROVED VERSION WITH THEM.

SO I'M LEFT WITH LAST DECADE'S MODEL.

YOUR WISH IS MY *COMMAND*, SAHIB.

BUT WOULDJA MIND TELLIN' ME *WHAT--?*

USE YOUR HEAD FOR SOMETHING BESIDES A *HATRACK*, FLAME-BRAIN.

IF SANDY WAS HEADING *TOWARD* MANHATTAN TO LOOK FOR ME...

...COULD BE HE HAD A *HIDEOUT* OVER ON THE JERSEY SIDE OF THE RIVER.

'COURSE, THAT *WAS* A COUPLE OF YEARS *BACK*...

...BUT, IT'S THE CLOSEST THING TO A LEAD WE'VE *GOT*, AND BESIDES...

YEAH, I KNOW. I *KNOW*.

AN' BESIDES, WHAT *ELSE* AM I DOIN' TONIGHT, RIGHT?

WELL, NO SIGN OF SANDMAN *SO* FAR.

LOOKS LIKE I OWE YOU A BUCK FOR *GAS*.

ON THE *OTHER* HAND, TAKE A FAST LOOK DOWN *THERE*...

...AND TELL ME IF *YOU* SEE WHAT I THINK *I* DO!

YOU'RE *RIGHT.* IT SURE *LOOKS* LIKE A MINOR-LEAGUE ROBBERY.

IF ONLY WE COULD *SEE* BETTER!

I'M TIRED OF BEING ACCUSED OF *FALSE ARREST.*

IS *THAT* ALL THAT'S BOTHERING YOU, PAL?

VOILA--AS THEY SAY.

TORCHY, IF YOU EVER NEED A JOB AS A *FIREFLY,* LOOK ME UP.

I LOVE *YOU,* TOO, WEB-WIT.

AND, BY THE WAY THOSE GUYS ARE TAKIN' OFF LIKE TWO *BATS...*

...I'D SAY THEY'RE DEFINITELY *NOT* FROM *GOOD-WILL.*

I'LL SWOOP *DOWN* REAL FAST, AND--

HEY! WHAT IN--?

YOU JUST TAKE THIS THING *DOWN,* LIKE YOU SAID...

NOW DON'T YOU WORRY YOUR PRETTY *HEAD* ABOUT ANYTHING, CHUM.

THWIP

...AND LEAVE THE *HEAVY* STUFF--

I--I CAN'T *SEE* NOTHIN'! WHO THE *BLAZES*--?

--TO OL' *SPIDEY!*

I'LL GIVE YOU A *HINT*, PEOPLE. I'M *NOT* BUFFALO BOB!

SPIDER-MAN!

THE KEWPIE DOLL IS *YOURS*--NOT TO MENTION A FEW MONTHS IN *JAIL*.

G-GIVE US A *BREAK*, MAN! WE DIDN'T *HURT* THE BROAD OR NOTHIN'.

YEAH, SURE. WE'LL GIVE YOU A *PEACE PRIZE*.

STILL THAT'S FOR THE *LADY* TO DECIDE.

WHAT'LL IT *BE*, GORGEOUS?

WELLLLL... THEY *DIDN'T* GET AWAY WITH ANY-THING... AND IT *IS* CHRISTMAS EVE...

MAYBE IF THEY COULD JUST BE HELD FOR A *LITTLE* WHILE...

IT'S MORE THAN THEY *DESERVE*... BUT YOU'RE THE *BOSS*, GIRL.

SAY *THANK YOU* TO THE NICE LADY, CLYDE!

YEAH... THANKS...

THINK NOTHING *OF* IT, BROTHER... AND *MERRY CHRISTMAS*.

YOU TOO, WEB-WEAVER... AND YOUR FRIEND IN THE *FLYING BATHTUB*, TOO... *MERRY CHRISTMAS*.

HMMM... MAYBE I SHOULD'VE WORN MY *F.F.* THREADS, AFTER ALL.

THOUGHT YOU WERE IN *MOURNING*, MATCH-STICK.

OKAY, SO THAT GAVE US BOTH A NICE *WARM* FEELING INSIDE.

IT *STILL* DOESN'T GET US ANY CLOSER TO FINDING THE *SANDMAN.*

TELL ME SOMETHING I *DON'T KNOW.*

AND *SIT DOWN,* WILLYA? YOU'RE ROCKIN' THE *BOAT.*

LOOK, IF YOU WANT ME TO *CUT OUT,* JUST--

HUH? WHY THE *FLAMES,* STORM?

LOOK-- DOWN *THERE--!*

WHAT IN--? A *TRUCK* OUT OF CONTROL --SLIDING ON THE *ICE!*

THAT'S *ONE* THING, WALL-FLOWER, YOUR WEBBING *WON'T* STOP!

SO I'D BETTER-- **FLAME ON!**

HEY! COME *BACK* HERE!

IN CASE YOU *FORGOT--*

I DON'T KNOW HOW TO *PILOT* THIS COCKA-MAMEY CRATE!

LATER FOR YOU, MASKED MAN. RIGHT NOW--

GOOD DEAL! THE DRIVER DIDN'T *PANIC*--HE'S STILL IN HIS *SEAT.*

GOT TO *VAPORIZE* THE SNOW AND ICE IN *FRONT* OF THE TRUCK--

--GIVE THE DRIVER A CHANCE TO *BRAKE* HIS RIG.

THIS HAD BETTER *WORK!* HE'S HEADING TOWARD THAT PARKING *CORVETTE* UP AHEAD--!

STOP, BLAST YOU!

STOP!!

SKREEEEEEEEEEE

WHEW!= A NEAR MISS!

BUT IF THAT 'VETTE HAD BEEN SPORTING A SPARE COAT OF PAINT... FORGET IT!

EEEEE

THANKS, FELLA-- AND MERRY CHR--

YEAH, YEAH... I KNOW.

JUST BUY YOURSELF A NEW SET OF TREADS, HUH?

SHEESH! AND I THOUGHT I HAD A BAD TEMPER!

WHAT'S MORE, STORM, IF YOU LEAVE ME TO BABY-SIT THIS HOT-RODDIN' HUBCAP AGAIN, I'M GONNA--

I'LL LEAVE YOU ALL RIGHT, BUDDY...

...RIGHT IN THE HEART OF NEWARK, IF YOU DON'T WATCH YOUR LIP.

I'VE HAD IT UP TO HERE WITH ALL THIS "MERRY CHRISTMAS" CRUD.

I'M DUMP-ING YOU OFF AT THE FIRST SPIDER-WEB, MAN-- AND HEADIN' FOR HOME.

SUITS *ME*, HOT-HEAD.

IT'S STARTING TO *SNOW*, ANYHOW.

THAT *TEARS* IT. HANG ONTO YOUR *WEB-SHOOTER*, WHILE I-- *OH NNOOOO!*

THERE'S-- THE *SANDMAN!*

MACKLAND

I CAN TELL YOU'RE ALL *CHOKED UP* ABOUT IT, STORM.

JUST PUT *ME* DOWN ON THIS ROOF-- LIKE A *GOOD* LITTLE MANIC-DEPRESSIVE.

OKAY--NOW YOU CAN GO BACK AND CRY IN YOUR *UNCOLA*, WHILE I--

NOT ON YOUR *LIFE*, GLORY-GRABBER!

AFTER ALL THIS WORK--I'M GONNA BE IN ON THE *KILL*.

HAVE IT YOUR OWN *WAY!*

THUS, MERE MOMENTS LATER...

I SHOULDN'T REALLY *BLAME* THE TORCH FOR DOING THE *SCROOGE* BIT.

IF I EVER LOST *GWEN*, I'D CRY "*HUMBUG*" WITH THE *LOUDEST* OF 'EM!

WELL, SO MUCH FOR *INTROSPECTION!* LOOKS LIKE THE MAN'S GOT EVERYTHING ALL *SET UP* FOR ME.

GREETINGS, GREEN-SLEEVES.

THOUGHT WE'D NEVER *CATCH UP* WITH YOU, HUH?

ONLY THING *YOU'RE* GONNA CATCH, FIREBALL, IS A DEATH OF A *COLD*--

--AN' YOU CAN MAKE THAT *HEAVY* ON THE "*DEATH*"!

FUN-NY MAN!

HERE, BUDDY. ENOUGH HEAT TO TURN A WALKIN' SANDBOX LIKE YOU INTO A *MIRROR.*

BLAST IT!

TORCH WASN'T SUPPOSED TO *THROW* ANY-THING-- JUST *DISTRACT* HIM.

GOTTA STOP MY SWING *SHORT--*

--OR ELSE IT'S *HOTFOOT CITY!*

BUT NOW, SANDY'S *SPOTTED* ME. GOT TO--

YEEOWW!

SPIDER-MAN! LONG TIME NO *SEE,* PAL...

...BUT THAT DON'T MEAN I'VE FORGOT HOW TO *HANDLE* A PUNK LIKE YOU!

IT'S JUST LIKE RIDIN' A *BIKE--*

WHOOM!

...IT *DOES* COME BACK TO YA!

FLORIDA NOW!

...LIKE, RIGHT ON YOUR SANDY *LOCKS!*

AND *THIS*, CLAYFACE, IS GONNA COME BACK TO *YOU*...

NO! NOT WHEN I'M *THIS CLOSE*...

NUTHIN'S GONNA STOP ME NOW...

NOT SINCE THE *WIZARD* HELPED ME RIG UP THESE LITTLE *BUTTONS*...

KRASH

...WHICH TURN ME *HARD* FASTER'N YOU CAN SAY *CEMENT BLOCK!*

NOT THE SO-CALLED *AMAZIN' SPIDER-MAN*...

...AN' *CERTAINLY* NOT THE HALF-BAKED *HUMAN TORCH!*

HE'S BECOME --A LIVING *SANDSTORM!*

CAN'T KEEP MY *FLAME* ON-- CAN'T EVEN *BREATHE.*

I'M-- *BLACKING OUT--!*

TORCH!

SO GROGGY-- I CAN BARELY RAISE MY HAND THIS HAND.

BUT-- I'VE GOT TO. I'VE GOT TO!

THWIP

MADE IT-- JUST IN TIME!

THANKS, WEBHEAD. NOW, BEFORE WE'RE BOTH A COUPLE OF BASKET CASES...

LET'S RUSH HIM--WHILE HE'S BACK IN HIS NORMAL STATE.

I'M-- WITH YOU, PAL.

SO YOU ARE, CREEP-- SO YOU ARE.

ONLY THING IS, IT'S TOO DARK, AND YER BOTH TOO WIPED-OUT TO NOTICE...

WHAM BKAK

...THAT I MADE THE OL' BOD PAPER-THIN...

...AN' WUZ STANDIN' RIGHT IN FRONT OF A SOLID BRICK WALL!

KINDA GETS YA RIGHT THERE, DON'T IT?

ERE LONG, A RUDE AWAKEN-ING...

BACK FROM DREAM-LAND ALREADY, HUH?

GLAD TA HEAR IT.

'CAUSE YOU TWO CRUMB-BUMS ARE ABOUT TO GO FER A LITTLE MOONLIGHT SWIM...

BUT, YOU JUST KEEP YER CHIN UP, TORCHY...

AN' YOU'LL BE OKAY.

OH YEAH... AN' ONE MORE LITTLE THING...

MERRY CHRISTMAS, SUCKERS!

SANDY MAY TALK LIKE A POOR MAN'S CAGNEY, BUT HE SURE...

WAITA-MINNIT! SOME-THING HE SAID...

GOT TO CHECK IT OUT. BUT, THE WAY HE'S GOT US TIED...

...ONLY ONE OF US CAN BREATHE ...AT A TIME.

SO, GOT TO DOPE THIS OUT IN A HURRY...

...BEFORE MY PARTNER DROWNS ON ME!

UHHNNN--!

I WAS RIGHT. JUST ONE ROPE HOLDING US THIS WAY.

TOO WEAK TO BREAK FREE. THE TORCH IS OUR ONLY CHANCE NOW.

IF HE DOESN'T FIGURE IT OUT...AND FAST ...WE'VE HAD IT!

I...DON'T GET IT.

SPIDEY'S A LOT STRONGER THAN I AM.

WHY'S HE STAYING DOWN SO LONG, WHEN HE COULD...

SURE! THAT'S IT! HE WANTED MY FACE OUT OF WATER LONG ENOUGH TO DRY ...JUST ENOUGH...

...SO THAT MY BODY HEAT COULD START IT BLAZING AGAIN...

...AND I COULD DO...

...THIS!

BURN, BABY!

BURN!

BURN!

SPIDEY--ARE YOU--?

CAN'T-- COMPLAIN, HOT-HEAD.

AND--I ALMOST NEVER DID-- AGAIN--!

AND SOON, SINCE THE KNOTTED ROPE WAS ATTACHED TO A FRIENDLY DRAIN...

FEEL DRY ENOUGH TO BURN US LOOSE NOW, STORM?

YOU JUST WATCH.

FLAME ON!

-WHEW!- REMIND ME TO LOOK YOU UP IF MY POP-UP TOASTER EVER BREAKS DOWN.

...TOO BAD THE SANDMAN'S LONG GONE BY NOW.

ACTUALLY, I'VE GOT A STRONG HUNCH HE ISN'T.

I THINK HE WANTED US TO ESCAPE FROM THAT WATER-TANK.

REMEMBER WHAT HE SAID AS HE TOSSED US IN?

"KEEP YOUR CHIN UP, TORCHY"?

HUH? BUT WHY IN BLAZES WOULD HE--?

WE'LL SOON KNOW, PAL.

LOOK!

I GOTTA ADMIT IT... I'M STUMPED.

WHAT'S HE AFTER IN THIS TWO-STORY BUNGALOW?

ONLY ONE WAY TO FIND OUT...

HEADS UP, BEACH-BOY. THIS IS THE--

SHHHH. DON'T TALK SO LOUD, WILLYA?

I'LL COME ALONG PEACEFUL-LIKE...IN A MINNIT.

HUH?

ALL RIGHT, YOU'VE GOT US BOTH WHISPERING.

NOW SPILL THE BIG MYSTERY, BEFORE WE--

OKAY, OKAY... JUST KEEP IT DOWN.

I'LL BE IN IN A SECOND, MOM.

DON'T BE TOO LONG, WILLIAM.

"MOM"!?

AWRIGHT, SO NOW YOU KNOW MY SECRET. THAT'S MY MOM IN THERE.

SHE'S OLD... AN' SHE'S SICK...

...AN' I ALWAYS COME SEE HER ON CHRISTMAS EVE...NO MATTER WHAT.

THE DOCS NEVER TOL' HER I WUZ A CROOK. DON'T SPOIL IT FOR ME THIS CHRISTMAS, HUH?

WELL...ALL THINGS CONSIDERED...

YOU GOT YOURSELF A DEAL, SANDY.

THANKS, GUYS...

HOLD IT, FELLA...

YOU CAN'T GO IN... WITHOUT A PRESENT.

BUT, IF YOU'RE NOT OUT OF THERE SOON...!

NO SWEAT, PAL. JUST GIVE ME FIVE MINUTES, OKAY?

THEN I'LL WALTZ BACK TA JAIL LIKE A LITTLE LAMB.

AN'...THANKS AGAIN.

HE SOUNDED SINCERE. BUT, JUST IN CASE...

I'LL KEEP AN EYE ON THINGS FROM OUTSIDE.

I MEANT THAT PRESENT FOR GWEN...

BUT, SANDMAN'S MOTHER REMINDED ME OF... AUNT MAY.

I HAD TO TAKE A CHANCE. I JUST HAD TO.

WHILE, INSIDE...

NOTHING CAN MAKE ME FORGET THE WAY I MISS CRYSTAL.

BUT, WHEN I THINK OF WHAT I DO HAVE...I GUESS I'M REALLY LUCKIER THAN I THOUGHT.

HEY, TORCH! GET THE LEAD OUT!

IT'S BEEN MORE THAN ANY FIVE MINUTES!

HUH? LOOKS LIKE--WE BOTH HAD OTHER THINGS ON OUR MIND--!

I'LL JUST RUN UPSTAIRS, AND FETCH HIM--WHA--?

YOUNG MAN! I DON'T KNOW WHO YOU ARE, OR WHO YOU'RE LOOKING FOR...

BUT I'M MRS. BAKER'S NURSE...

...AND, AS YOU CAN PLAINLY SEE, SHE'S SOUND ASLEEP.

NOT TO MENTION... ALONE.

WITH NOTHING BUT A FEW GRAINS OF SAND IN THE BATHROOM SINK.

EH? CAN'T IMAGINE HOW THEY GOT THERE.

THIS WAY OUT, YOUNG MAN.

DON'T TELL ME. I CAN GUESS.

OH WELL... HE GAVE US A BREAK, IN HONOR OF CHRISTMAS EVE...

WE'LL GET HIM NEXT TIME.

YEAH. NEXT TIME.

BUT TONIGHT ...JUST FOR TONIGHT... I FEEL GOOD!

Peace on Earth, Goodwill to men

AND THAT'S WHAT IT'S ALL ABOUT... RIGHT?

AMEN, BROTHER...AMEN!

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THESE ARE THE GENTLE SOUNDS OF AN EVENING RIVER, THE SOUNDS THAT DRAW THE TIRED, THE BONE-WEARY---SOUNDS WHICH ATTRACT PEOPLE AS DIFFERENT AS MORNING AND SUNSET---

---SOUNDS WHICH ATTRACT A CERTAIN BLOND-HAIRED JOHNNY STORM, MUSING ON THE EFFECTS OF A WORLD HE DOESN'T UNDERSTAND---

---EVEN AS IT DRAWS ANOTHER MAN, OLDER--- YET, PERHAPS, NO WISER---LOST, AS JOHNNY IS, IN THAT ALL-CONSUMING QUEST---FOR UNDERSTANDING.

8422

ENTER THE WORLD OF THE DREAMERS, AND COME WITH US ON A NEW JOURNEY AT THE HANDS OF THESE QUIET GUIDES ---

STAN LEE EDITOR • GERRY CONWAY WRITER • ROSS ANDRU ARTIST • JIM MOONEY INKER • SAM ROSEN LETTERER

AND WHAT DOES HE **THINK** ABOUT? THE LOSING OF A **LOVE**, AND, YES,--- THE **MEANING** OF THAT LOVE---

--THOUGHTS ABRUPTLY **BROKEN**, WHEN---

'ERE, LAD--- WHAT'S THE **PROBLEM**, 'EY?

--WHO?

THE TAG'S **NATHANIEL**, LAD-- YE'LL WANT NO MORE THAN **THAT**, I'LL WAGER.

YE LOOK FIT TO BUST A **CORKIN'**! YE DO--- WHAT'S **WRONG** WITH YE, SON?

WRONG? WHAT **ISN'T?**

AH, IT'S **THAT** WAY, IS IT? A SAD THING, 'TIS INDEED, FOR A YOUNGSTER YER AGE TO BE SO **BITTER**.

WHY, LOOK AT OLD **NATHANIEL**--- NOT A SORE BONE IN 'IS BODY, NOT A **ONE!**

I WAS YOUNG ONCE **TOO**, Y'KNOW--- WE **ALL** ARE, THEY TELL ME-

RIGHT NOW, YE'RE SAYIN' TO YERSELF--"WHAT'S THE POINT IN IT ALL? WHAT'S IT ALL BLOOMIN' **MATTER?**"

IT **MATTERS**, LAD. IF ONLY TILL YOU GAIN YOURSELF A **MATE**--

--A FRIEND YE CAN **TRUST**. THAT'S WHAT MAKES IT **COUNT!**

AYE, I KNOW THAT LOOK, LAD --YE THINK I'M JUST A BLIND OL' **SOT**, DON'T YE NOW? WELL MAYBE **SO**---

--BUT THAT DON'T MEAN I HAVEN'T A GOOD **WORD** FOR YE, LAD!

A **FRIEND?** MAYBE YOU'VE **GOT** SOMETHING THERE, OLD TIMER.

SURE AN' I **DO**, LAD.

ASK **ANY** OLD SALT. 'E'LL TELL YE.

WELL, I'VE NO TIME FOR **THAT**, OLD MAN---

GUESS I'LL JUST TAKE YOUR **WORD!**

WAIT, LAD-- DON'T YE DO ANYTHING **RASH!**

LADDIE, WAIT!

LORD-- HE'S BLINKIN' GOING TO *JUMP!*

I'VE *KILLED* HIM, I HAVE!

NOT *QUITE,* NATHANIEL--

SAINTS BE PRAISED.

NOT WHEN YOUR LAD'S NAME IS---

THE HUMAN TORCH!

NAT, METHINKS YE'D BETTER GO ON THE *WAGON* AG'IN.

YER EYES ARE TREATIN' YE NONE TOO *GOOD--!*

--AN' JUST SO YE DON'T GO TAKIN' THE PLEDGE TOO *LIGHTLY...*

BAR

-- LET'S SEAL IT WIT' A *DRINK!*

AND SOON, IN THE LAST GRAY LIGHT OF *TWILIGHT,* HIGH OVER THE MID-MANHATTAN AREA, A SEARCHING JOHNNY STORM FIND THE *OBJECT* OF HIS MID-EVENING *QUEST...*

SPIDER-MAN!

HE'S JUST THE FRIENDLY WALL-CRAWLER I WANTED TO *SEE!*

CREEE-IPES!

WHAT'RE YOU TRYING TO *DO*--? *KILL* A FELLA?

NOT *PRECISELY* MY IDEA, WEBHEAD---

MORE EXACTLY, I THOUGHT WE MIGHT TAKE THE TIME TO *TALK*.

YOU KNOW--- THE *FRIENDLI-NESS* ROUTINE?

YEAH? WELL, BUSTER-- YOU'VE GOT A FUNNY WAY OF *ASKING*--

'CAUSE IN CASE YOU HADN'T *NOTICED*, YOU ALMOST GOT ME *KILLED!*

WHAT'S *EATING* YOU ANYWAY, FLAMEBRAIN?

ME? NOTHING, REALLY. JUST THOUGHT I'D SEE HOW THINGS WERE WITH *YOU*.

FIGURED WE WORKED SO *WELL* TOGETHER ON THAT *SANDMAN* CASE A FEW WEEKS AGO---

--WELL, JUST THOUGHT WE COULD *TALK*, Y'KNOW?

SURE, HOTHEAD--- DON'T DO ME ANY *FAVORS*, OKAY?

THAT'S THE *LAST* THING I NEED--

-- PLAYING *COUNSELOR* TO SOME NEUROTIC'S *FANTASIES!*

SHEESH! AND I THOUGHT *J.J.JAMESON* WAS BAD!

RIGHT NOW-- I THINK I'LL GO GET MY **HEAD** EXAMINED.

SOMEHOW, I THINK I REALLY **NEED** IT!

IF THAT'S HOW YOU SEE IT--- **FORGET** THE ASKING, CREEP.

HEAR ANY **ARGUMENTS?**

SEE YA **'ROUND,** CHUCKLES! DON'T FORGET TO **WRITE.**

*EVEN AS THEY SPLIT APART, FATE BEGINS THE WEAVE WHICH WILL DRAW THEM **TOGETHER** AGAIN---*

*--AS, IN A ROOM IN A BUILDING TO TO THE **EAST** OF THE SWINGING SPIDER-MAN--*

THERE! **HE** IS THE ONE WHO'LL COMPLETE OUR LITTLE **GROUP---**

--ONCE MORE, WE'LL BE--**THE FRIGHTFUL FOUR!**

ARE YOU OUTTA YOUR **CROCK,** WIZ?

THAT'S **SPIDER-MAN!**

YEAH---? **WHERE?**

I FIGURE I'VE GOT ME A **SCORE** TO SETTLE WITH THAT WISE-CRACKIN' **PUNK--!**

THEN YOU FIGURE **WRONGLY,** SANDMAN.

THE WIZARD HAS **OTHER** PLANS FOR OUR JAPING FRIEND.

SINCE MADAME **MEDUSA** LEFT OUR TIGHT LITTLE CADRE FOR **OTHER** PURSUITS, WE'VE BEEN AT **LESS** THAN OUR FIGHTING STRENGTH--

--A SITUATION WE **MUST** CORRECT--!

--ESPECIALLY IN LIGHT OF OUR **PRESENT** PLAN.

THE TWO OF YOU-- FOLLOW **ME.** WITH LUCK-- AND THE WIZARD'S UNPARALLELED **GENIUS---** WE STRIKE AT **DAWN..**

--AND WE STRIKE--**THE FANTASTIC FOUR!**

AND, HOURS LATER, AS DAWN FINDS A RESTLESS JOHNNY STORM DRINKING BADLY-BREWED BLACK **COFFEE**, THE EVENTS OF THE NIGHT BEFORE SEEM **DISTANT**-- YET, SOMEHOW, NO LESS **ANNOYING**---

SO MUCH FOR NATHANIEL'S WELL-MEANING **ADVICE**.

GUESS THAT SORT OF THING'S NOT **APROPOS** FOR YOUR AVERAGE SKY-FLYING **HERO**.

IT WOULDN'T **MATTER** SO MUCH IF CRYSTAL WERE HERE. **BLAST!** SHE'S THE **CAUSE** OF THIS WHOLE THING, AFTER ALL---

---IF ONLY SHE HAD COME BACK TO **AMERICA** WITH ME---!

YEAH, JOHNNY--- **THEN** WHAT?

THERE'LL ALWAYS BE **ANOTHER** "IF", WON'T THERE?

AH, **FORGET** IT, MISTER STORM. IF REED WERE HERE, HE'D MARK IT UP TO YOUTHFUL **DEPRESSION**--- AND HE'D PROBABLY BE **RIGHT**.

WONDER HOW THEY'RE GETTING ALONG IN **CHICAGO**?

NAH. THAT WOULDN'T HAVE **HELPED**.

MAYBE IF I'D **BEEN** HERE WHEN REED AND THE OTHERS WERE CALLED OUT OF TOWN LAST NIGHT---

IT'D JUST GIVE ME SOMEPLACE **NEW** TO FEEL BAD IN--WHAT?

BZZZT

THE **BUZZER**. SOMEBODY'S CALLING UP FROM THE **LOBBY**.

WELL I'LL BE A--!

NOW **YOU'RE** A SIGHT FOR GROGGY EYES, WEB-SLINGER-GUESS YOU'RE HERE TO **APOLOGIZE**, RIGHT?

NO **ANSWER**, HUH? MAYBE I SAID THE WRONG THING--?

OKAY. I SUPPOSE **I'VE** GOT SOME APOLOGIZING TO DO MYSELF.

STAY THERE, MASKED MAN. I'LL BE RIGHT **DOWN**!

YOU DO THAT, BOY.

WE'LL BE WAITIN' FOR YA--NICE AND BEHAVED-LIKE.

SMILING TO HIMSELF, UNAWARE THAT ANYTHING'S AMISS, JOHNNY STRIDES TO THE SPECIAL EXPRESS ELEVATOR IN THE LOBBY OF THE FAMED BAXTER BUILDING---

---AND AS THE OVERHEAD LIGHT FLICKERS FROM RED TO GREEN, AND THE CAR DROPS AWAY---

---PERHAPS HE HAS CAUSE TO WONDER, IN PASSING, WHY THE NORMALLY GREGARIOUS SPIDER-MAN WAS SO STRANGELY SILENT---

---BUT IF HE DOES, HE WONDERS FOR ONLY AN INSTANT, AS---

GLAD YOU COULD MAKE IT, SPI--

SAK!

WHOA, LITTLE FELLAS--- STOP SPINNING!

GIVE ME A MOMENT--- TO GET MY BREATH---

---AND THEN, MAYBE YOU'VE GOT SOME HEAVY EXPLAINING TO DO, MISTER!

UH-OH--- NOW HOLD IT JUST ONE MINUTE--!

--UNLESS I'M IN WORSE SHAPE THAN I *FEEL*---

--THAT'S THE *SANDMAN* THERE BEHIND YOU!

WELL? WHERE'S THE *EXPLANATION,* MASKED MAN?

IF YOU THINK I'M GONNA LET YOU--- =UNNNH!=

WOK!

THAT'S RIGHT, WEB-HEAD.

HIT HIM--- HIT HIM *HARD.*

'CAUSE NOW ALL BETS ARE *OFF*---

--IT AIN'T *CHRISTMAS** ANYMORE--- AND I DON'T OWE HIM *NUTHIN'!*

SPIDEY--- WHAT'S GOING *ON?*

WHY'RE YOU LETTING HI--- =ARRUHHH!=

AGAIN AND AGAIN THE TACITURN SPIDER-MAN LASHES OUT---

--EACH BLOW A SNAPPING *WHIPLASH*---

-- UNTIL FINALLY, JOHNNY'S FRAYED PATIENCE *SNAPS,* AND---

*AS IT WAS LAST ISSUE, LATECOMERS. --S.

THAT *TEARS* IT.

I WANTED TO HOLD *OFF* ON THIS, LANTERN-EYES--

--I THOUGHT --STUPIDLY--- YOU MIGHT WANNA *EXPLAIN*--

THWAK!

--BUT BROTHER, THAT'S ALL *OVER!*

THE MONEY'S ON THE TABLE-- AND NOW WE'LL PLAY THE *BIG* BOY'S GAME--*FOR KEEPS!*

LOOK OUT, WIZ--- HERE HE COMES!

I CAN SEE THAT QUITE ADEQUATELY, SANDMAN!

BOTH OF YOU-- KEEP BACK.

WHAT'SA MATTER, CREEP?

SOMEBODY KNOCK LOOSE A FEW TEETH?

LET THEM FIGHT IT OUT-- THEMSELVES!

NOTHING TO SAY, HAND-SOME?

GUESS THAT WEB'S SUPPOSED TO FRIGHTEN ME, RIGHT?

WELL, MISTER --YOU HAVEN'T DONE YOUR HOME-WORK--

--ANYBODY BUT OLD BLUE-EYED BENJAMIN COULD TELL YOU--- YOU CAN'T HOLD IN A HUMAN TORCH--

--NOT WITH ANYTHING SHORT OF HIGH-GRADE ASBESTOS--

--AND FRANKLY, FELLA, YOUR WEBBING DOESN'T MAKE THE TEAM!

UH-UNH--- MORE TRICKS, RIGHT?

---MAYBE YOU'RE JUST SLOW, IS THAT IT?

LIKE I SAID, LAUGHING BOY---

--YOU'LL HAVE TO DO A LOT BETTER THAN THAT---

--BEFORE I EVEN BEGIN WORKING UP A SWEAT!

HEY--YOU'RE NOT TOO QUICK ON LESSONS, ARE YOU, WEB-SLINGER?

ANYONE ELSE WOULD'VE TRIED A **NEW** STUNT BY NOW---

BUT YOU, YOU'RE STILL SHOOTING THAT GRAY GUNK LIKE YOU HAD IT **PATENTED!**

HEY--WHAT **AM** I, AN **IDIOT?**

NO **WONDER** YOU'RE RUNNING THE SAME PROGRAM OVER AND OVER---

SOMEHOW, THOSE GOONS ARE **CONTROL-LING** YOU--!

YOU'RE NOT **THINKING**-- NOT FIGHTING ON YOUR **OWN!**

NOT GONNA MAKE IT ANY **EASIER,** ARE YOU?

OKAY, SO MAYBE I'LL GET FIRED UP **MAD** AGAIN---

--MAYBE THAT'LL **HELP** ME---

THAT MAKES ME **SORRY,** SPIDEY-- BUT I DON'T HAVE ANY **CHOICE!**

I'VE GOTTA **STOP** YOU-- EVEN IF IT MEANS BATTLING A GUY I'D LIKE TO CALL **"FRIEND"!**

--AND SOME WAY I'LL BE **ABLE** TO DO--

--WHAT I **HAVE** TO!

AH, HECK--- IT'S NO **USE!** I KNOW YOU'RE NOT **YOURSELF**--

--AND IT'S HOLDING ME **BACK!**

THAT'S IT, SPIDEY--- **ATTACK** ME.

MAYBE IN **DEFENDING** MYSELF, I'LL KNOCK YOU **OUT**--!

SURE. REAL FAT CHANCE OF **THAT!**

GOTTA CUT MY **FLAME**-- BEFORE IT **BURNS** YOU--!

I KNEW IT!
THE FAMED IDEALISM OF THE BOY HAS BETRAYED HIM--
--RIGHT INTO OUR HANDS!
DON'T BET ON IT, WIZ--
YOU MAY HAVE WON THIS BATTLE, BUT MISTER---
--YOU'VE A LONG WAY TO GO BEFORE YOU WIN THE WARRRRGGH!
SOK!
HE SINKS QUICKLY INTO NIGHTMARE--
TO A WORLD WHERE HIS DARKEST FEARS SWARM LIKE FIRE CINDERS THROUGH THE BLACKNESS ABOUT HIM---
A WORLD WHERE A SILENT SCREAM IS HIS ONLY COMPANION--
--AND THE BITTERNESS OF AN UNWILLING BETRAYAL HIS CONSTANT HAUNT!
UNTIL, FINALLY-- MINUTES, PERHAPS HOURS LATER---
OH, GREAT! NOW I'M TALKING IN MY SLEEP.
--NO! STAY BA--! WHA--?
FEEL LIKE I'M BLISTERING WITH FEVER--! NO-- I'M BOUND UP--- SOME SORT OF STRAITJACKET!
THAT AND THE PASTE HARDENING AROUND MY LEGS-- COMPLIMENTS OF THE TRAPSTER, I'LL BET!
EASY, MR. STORM. ROLL OVER QUIETLY.
NOW, IF I CAN JUST SEE WHAT'S HAPPENING---
---OH, NO---NO!
SOMEBODY OUGHT TO TELL THE GUY WHO CLAIMED IT GOT "DARKEST BEFORE THE DAWN"--
--THINGS GET PRETTY BLACK AROUND MIDNIGHT, TOO!
HEY, WIZ-- HURRY UP, WILLYA?
WE AIN'T GOT FOREVER, Y'KNOW?
I'M AWARE OF THAT, SANDMAN --QUITE AWARE.

THIS SORT OF THING MUSTN'T BE *RUSHED*, THOUGH---

THE *EQUATIONS* INVOLVED IN TAPPING THE NEGATIVE ZONE---

SURE, SURE. YOU'VE GOT IT REAL *TOUGH*, WIZ.

WE'RE *BLEEDIN'* FOR YA, BRAIN-BOY.

SILENCE, YOU FOOLS. THE SLIGHTEST *MISCALCULATION*--!

NEED I *REMIND* YOU WE'RE TAMPERING WITH ONE OF THE MOST *POWERFUL* FORMS OF NATURAL ENERGY IN THE *UNIVERSE*?

ONLY THE GENIUS OF A MAN LIKE *REED RICHARDS*--OR LIKE MYSELF--CAN FULLY *COMPREHEND* THE PRECISE DRAINAGE AVAILABLE TO MACHINES LIKE THESE--!

I MUST *NOT* BE DISTURBED!

OKAY, WIZ--DON'T GET *NERVOUS*.

SANDY AND ME'LL JUST ADMIRE YOUR LITTLE *TRANCE-JOB* ON SPIDER-MAN, HERE---

YEAH. IT'S A REAL *CHARM*, WIZARD.

YOU CAN'T HARDLY *TELL* HE AIN'T THINKIN' A THOUGHT OF HIS *OWN*.

HEY, *PUNK*--

THAT'S FOR ALL THE *TROUBLE* YOU GAVE ME LAST TIME WE MET.

HA. NOW *THAT'S* WHAT I LIKE--

--SOMEBODY WHO TURNS THE OTHER *CHEEK*!

WILL YOU TWO BE *QUIET*?

IF I'M TO TAP THE PROPER AMOUNT OF *ENERGY* FROM THIS MACHINE--

--SO WE MAY USE IT TO POWER OUR *OWN* COSMIC DEVICE---

I MUST BE ALLOWED *ABSOLUTE*--

OH DEAR LORD.

--CONCENTRATION.

TIME ITSELF SEEMS TO GRIND TO A **HALT**, AND THREE MEN TURN UNBELIEVING EYES TO A MIND-WRENCHING **SIGHT** UPON THE GLOWING SCREEN!

THEIR MOUTHS GO **DRY**, THEIR VOICES ARE **STILLED**.

ALL THEY CAN DO--IS LISTEN TO THE CRACKLE OF ETHEREAL **STATIC**--

--AND THEN--AN ECHOING **PRONOUNCEMENT!**

I SENSE YOU ARE **UNAWARE** OF MY NATURE--MY **EXISTENCE.**

I--AM--**ANNIHILUS!**

IN MY WORLD, I AM **SUPREME**--- I AM LORD OVER **ALL**---

--YET EVER HAVE I BEEN **DEFEATED** AT THE HANDS OF **EARTHLINGS!** *

NO MORE! THIS TIME I WILL USE THE **POWER** OF THE EARTHMEN--

--**THEIR** POWER--TO AUGMENT MY **OWN!**

MAYBE HE'S SCARIN' **YOU,** WIZ--BUT THE SANDMAN AIN'T NO-BODY'S---

* AS SEEN IN MYRIAD ISSUES OF **F.F.** AND **AVENGERS.** --S.

=UOOORRHHH!=

WE'VE GOT TO **STOP** HIM-- CUT OFF THE **POWER--!**

MAD **FOOL!** DON'T YOU SEE HOW **STRONG** HE IS?

FUTILE HUMAN--I'VE ALREADY MENTALLY **LOCKED** YOUR CONTROLS!

I WILL **CONTINUE** TO DRAW ON THE FORCE FROM YOUR **MACHINES**--

--AND WITH EACH PASSING **MOMENT,** GROW STRONGER--- **LARGER**--**MORE POWERFUL!**

YOU SURE TALK **GOOD,** BUSTER---

--- BUT LET'S SEE YA HURT A GUY WHO CAN TURN TO **LIVIN' SAND!**

YOUR CRAZY METABOLISM AIN'T WORTH **BEANS,** BIG MAN---

--ONLY MY **TRAPS** CAN STOP THIS **ANNIHILIUS** CHARACTER!

HAH! I KNEW THEY'D DO IT--!

HE'S CONCENTRATING SO HARD ON MAINTAINING SOME KIND'A LINK ON RICHARDS' EQUIPMENT---

--THOSE FLYING BOMBS CAUGHT HIM WHEN HE WASN'T LOOKING!

--AND DO NOTHING, YOU DOLT!

DON'T YOU SEE--? WE'RE HELPLESS!

MEANWHILE, IN THE NEXT ROOM---

GOT TO GET OUTTA THESE BONDS-- BEFORE THOSE CLOWNS WRECK EVERYTHING!

MAYBE IF I INCREASE MY BODY HEAT---

THAT'S IT! I'M BAKING THE TRAPSTER'S PASTE---

IT'S GETTING STIFF--- BRITTLE.

MISTER STORM, SOMETIMES YOU ASTOUND ME.

--DID IT!

NOW TO FREE MY HANDS---

STEP ONE: KICK OVER ONE OF REED'S LAB TABLES.

STEP TWO: INCH TOWARD SOME OF THAT BROKEN GLASS---

STEP THREE: BRACE YOURSELF, AND THEN LEAN INTO IT---

CAREFUL, JOHN-- DON'T LET THAT GLASS CUT TOO DEEPLY!

JUST A BIT MORE---

VOILA!

LET'S SEE MISTER RICHARDS BEAT THAT!

MUST'VE BEEN SOME SORT OF SYNTHETIC-- ASBESTOS WOULD NEVER CUT SO EASILY!

YOU'RE REAL SMART, AIN'T YA, KID?

SANDMAN!
SOMEHOW--I WAS *AFRAID* YOU'D SHOW UP.
GLAD I HAVEN'T *DISAPPOINTED* YOU, KID.
SORRY I DON'T HAVE TIME TO *PLAY* WITH YA -- BUT YOU'RE GONNA HAVETA---
FORGET IT, PAL.
I FIGURE YOU'RE NOT *READY* FOR A HEAD-ON NOVA-STYLE *FIRE-BALL*---
--WITH ANY *LUCK*, IT'LL CATCH YOU IN MID-TRANSITION--
---TURNING YOU TO *QUARTZ!*
HOPE THAT'LL *HOLD* YOU A WHILE, FELLA--
--'CAUSE RIGHT *NOW*, LITTLE JOHNNY'S GOT THINGS TO *DO!*
HEY, WIZ-- IT'S THE *TORCH!*
SOMEHOW HE'S GOTTEN--
STOP HIM, CRETIN-- *STOP HIM!*
CALOT! I CAN *SEE* THAT!
SURE *THING*, WIZ.
I'LL JUST BLAST HIM WITH ANOTHER SHOT OF-- *HEY!*
YOU DIDN'T REALLY EXPECT ME TO *WAIT* FOR THAT, DID YOU?
MAYBE *NOT*, WISE-MOUTH--
--BUT WHILE YOU WERE DODGING THAT *PASTE-STREAM*--
--I HAD TIME ENOUGH--TO DO *THIS!*
THOSE BLASTED *DISCS* OF YOURS--
--SPRAYING ME WITH *LIQUID* OF SOME KIND---
-- CAN'T KEEP MY FLAME *GOING*--!
I'M GOING TO *FALL!*

THAT, BUSTER, WAS THE GENERAL *IDEA!*

YOU'VE GOTTEN *CUTE,* YOU KNOW THAT, TRAPSTER?

ABOUT AS *PRETTY* AS A HUNGRY *TARANTULA!*

MY THANKS FOR *RE-MINDING* ME, TORCH---

---FOR WE'VE LITTLE *TIME* TO BATTLE YOU *OUR-SELVES!*

WITH EACH MOMENT, THIS CREATURE BECOMES *STRONGER* -- WE NEED OUR HANDS AND MINDS *FREE!*

THEREFORE-- *SPIDER-MAN: KILL HIM!*

SOHK!

WIZARD, *WAIT--!*

YOU CAN'T HALT ANNIHILUS BY *YOURSELF!* YOU *NEED* ME--=EEEEYOW!=

I'M *SORRY,* SPIDEY-- BUT I'VE GOT TO *STOP* YOU!

--ANY WAY I CAN!

=URRK!=

THAK!

GUESS I'M A BIT *AHEAD* OF MYSELF--!

YOU BET YOU ARE, BOY!

AND JUST SO OUR MAN HAS THE EDGE--!

--MORE DISKS!

MY FLAME'S DEAD!

---AND MAYBE--- SO AM I!

CHUNK!!

---THEY'RE CONTROL-LING YOUR MIND!

YOU DON'T WANT TO HURT ME -- WE'RE FRIENDS, MAN---

--FRIE=NNNHH!=

BOK!

SPIDEY--- PLEASE-- FOR HEAVEN'S SAKE, PLEASE LISTEN TO ME!

THEY'VE GOT YOU IN A TRANCE--

SPIDER-MAN-- YOU'VE GOT TO --FIGHT IT!

YOU'RE NOT THEIR PATSY---

---YOU'RE A FREE MAN!

THAT'S ALL THAT'S IMPORTANT! CAN'T YOU UNDERSTAND THAT?

YOU'RE A FREE MAN!

AND THEN, AS THE TORCH CONTINUES TALKING, DESPERATELY, FRANTICALLY...

---HE SEES A CHANGE OCCURRING

THE MASKED HERO SEEMS TO SWAY, LIKE A TREE IN A HIGH WIND---

--HE MOANS---

---AND AS JOHNNY SHOUTS, FIGHTING TO BE HEARD THROUGH SPIDEY'S MENTAL BARRIER--

--THAT BARRIER BREAKS---

--THE MAN INSIDE ---RELEASED!

OH, WOW.

STORM, I FEEL LIKE I'VE BEEN THROUGH A WRINGER.

HERE, FRIEND. GRAB A HAND.

THANKS, JOHNNY-- I MEAN IT!

WELL? WHAT'RE WE WAITING FOR?

HEY, WIZ-- WE'VE GOT PROBLEMS--!

LET'S GET 'EM!

YOU'RE ON YOUR OWN, TRAPSTER!

I CAN'T LEAVE THESE CONTROLS!

BRAIN-BOY, YOU ALWAYS WERE A BIG HELP!

I'LL JUST HAVETA LET MY TRAPS PLAY THE GAME--!

THAT'S WHAT YOU THINK, POCKETS.

ALONE, EITHER OF US MIGHT BE OVERCOME---

---BUT TOGETHER--

HAND-SOME, YOU HAVEN'T GOT A CHANCE!

--NEITHER WILL **WE,** SPIDEY, IN ABOUT **TWO SECONDS!**

THE BIG UGLY COMING THROUGH REED'S TRANS-TEMPORAL **MATTER SCREEN** IS CALLED **ANNIHILUS**...

--AND-- HE'S EVEN **BIGGER**-- MORE POWERFUL THAN **BEFORE!**

WIZARD-- WHAT HAVE YOU **DONE?**

THE CREATURE **FEEDS** ON THE POWER OF THESE **MACHINES!**

WHAT **I'VE** DONE? YOU MORONIC **JUVENILE**-- I'VE DONE **NOTHING!**

EXACTLY, PUNY HUMAN--

--AND YOU--**ALL** OF YOU-- ARE HELPLESS TO **CEASE** THAT FLOW OF LIFE-BUILDING **ENERGY!**

THE HUMAN RACE IS **DOOMED! DOOMED!**

IT'S **TRUE!**

WE'LL ALL **DIE**-- UNLESS WE **ESCAPE**---

--SOMEHOW--**STEAL** ONE OF RICHARDS' EXPERIMENTAL **SPACE SHIPS**--!

UH-UNH, DOMEHEAD.

NO FAVORITES **TODAY!**

DOLT! IMBECILE!

WE'VE GOT TO GET OUT OF HERE-- BEFORE IT'S **TOO LATE!**

IT'S **ALREADY** TOO LATE, MISTER!

YOU MADE YOUR BED-- NOW **SLEEP** IN IT! AND BROTHER -- I **DO** MEAN **SLEEP!**

WELL, TORCHY -- LOOKS LIKE IT'S UP TO **YOU'N ME** TO PLAY **WORLDSAVERS!**

I'M AFRAID IT'S **HOPELESS,** SPIDER-MAN--

--MAYBE IF I UNDER-STOOD THESE CONTROLS BETTER--!

BUT-- I DON'T KNOW WHAT TO DO!

OUT OF THE WAY, BLUE-EYES--!

MAYBE NOW, YOU SEE WHY YOU SHOULD HAVE STAYED IN COLLEGE!

RADIOACTIVITY

DANGER

CRITICAL MASS

'CAUSE, AFTER ALL---

--ONLY A COLLEGE BRAIN LIKE ME---

--WOULD KNOW ENOUGH TO SIMPLY PULL THE PLUG!

JUST AS I GUESSED!

YOUR FRIEND HERE WAS SO BUSY GLOAT-ING, HE FORGOT TO MAINTAIN HIS RIGID CONTROL--!

NO! NOT AGAIN-- NOT WHEN I WAS SO CLOSE-- SO VERY NEAR!

THE IGNOMITY OF IT-- TO BE A GOD IN ONE WORLD---

--AND TO BE BEATEN--BY CHILDREN IN ANOTHERRRR

HUUMPH! PRETTY OBNOXIOUS FOR YOUR AVERAGE GOD-FIGURE, WASN'T HE?

HEY, SPIDEY---?

I'LL BE OKAY, STORM.

JUST THE STRAIN --OF BEATING THAT TRANCE.

DO YOU REALIZE HOW LUCKY WE WERE--? HOW CLOSE WE CAME--?

DON'T SAY IT, FRIEND.

IT'S JUST BEGINNING TO HIT ME --HARD!

---NOT AS HARD AS I'M GONNA HIT YA, CREEP!

SPIDEY, LOOK OUT!

WHOOPS! HAVEN'T WE BEEN THROUGH ALL THIS BEFORE?

Y'KNOW, SANDY-- IF I WERE THE *PARANOID* TYPE --I MIGHT BEGIN TO THINK YOU DON'T *LIKE* ME.

KEEP IT *UP*, SMART MAN--

I'M GONNA SHOVE MY FIST RIGHT DOWN YOUR *THROAT!*

NOW, NOW--THAT WOULDN'T BE EXACTLY *SOCIAL*, WOULD IT?

BESIDES, A GUY IN *YOUR* CONDITION--

-- STILL BEING PART *QUARTZ* AND ALL---

--SHOULDN'T TRY TO *PICK* ON A FELLA--

KNOW WHAT I MEAN?

HOLY *COW!* HOW'D YOU *DO* THAT?

HUH? OH, *SIMPLE.*

SANDY'D JUST WOKE UP-- HE WASN'T *READY* YET, AND LIKE OUR FRIEND *OUTSIDE*--

--HE JUMPED THE *GUN!*

UH--- YEH. I CAN *SEE* THAT.

GREAT. I'M *PROUD* OF YOU, SON.

STICK WITH ME, AND MAYBE *SOMEDAY*--

--SOMEHOW, WE'LL *MAKE* SOMETHING OUTTA YOU!

HAVE FUN *CLEANING UP*, TORCHY.

ME-- I'VE GOT MYSELF A *DATE* WITH A *SHOWER!*

SWELL.

MIGHT AS WELL CALL THE *POLICE---!* THERE'S NOTHING MUCH *ELSE* I CAN DO!

UH, *OFFICER?* I'D LIKE TO REPORT AN ATTEMPTED--- UHHH. *HMMM---*

MAYBE YOU'D BETTER JUST SEND A PATROL CAR TO THE *BAXTER BUILDING.*

--'CAUSE, BROTHER, I DON'T THINK YOU'D BELIEVE A *WORD* OF WHAT I'D HAVE TO *SAY!*

NEXT **THE MAN CALLED MORBIUS!**

MARVEL TEAM-UP

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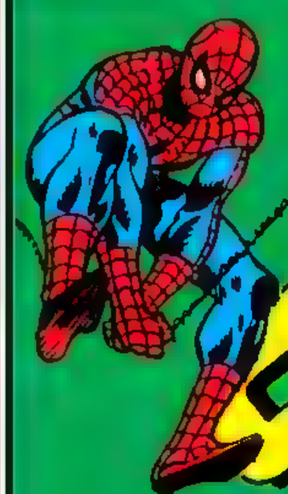
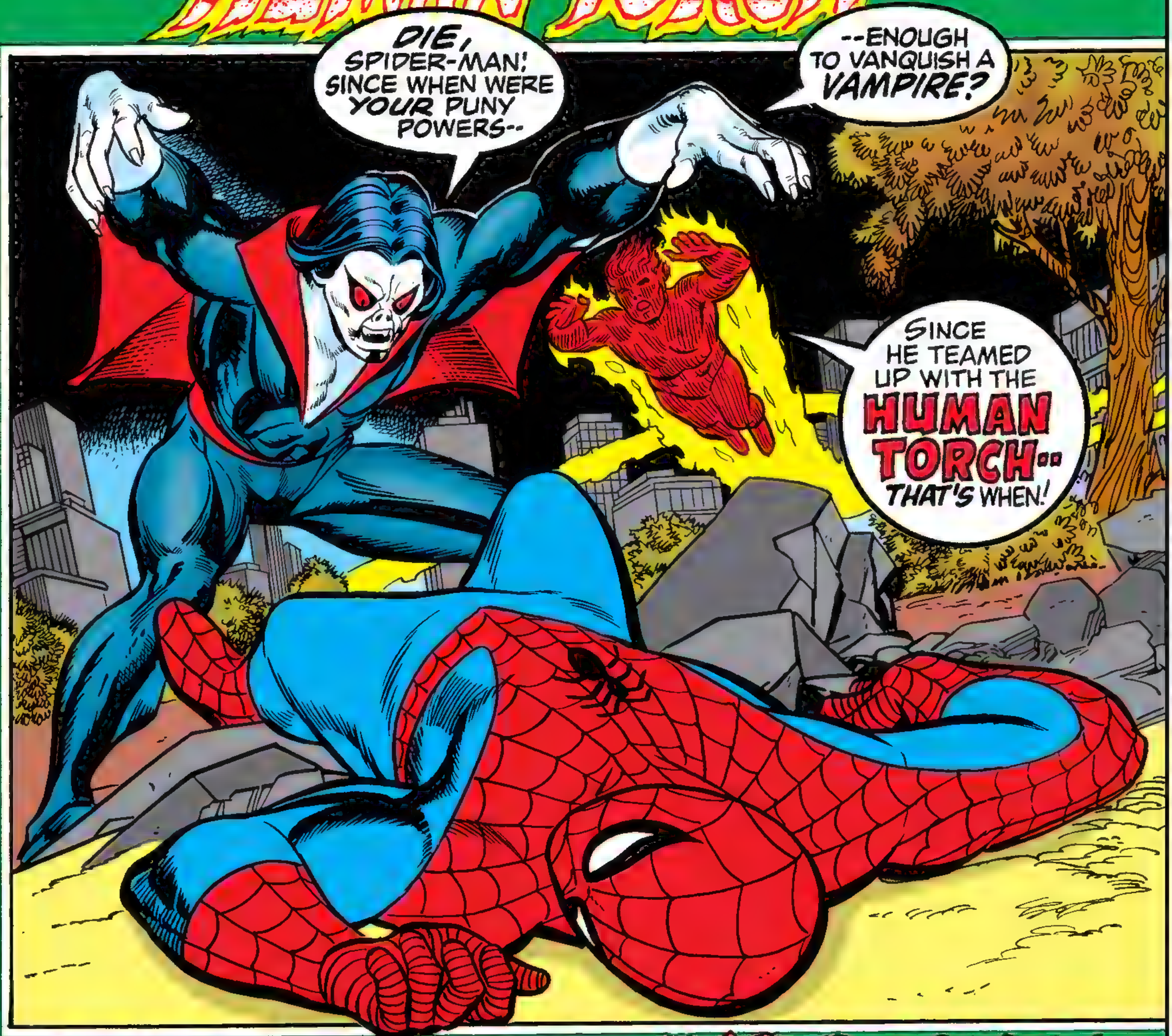
FEATURING

SPIDER-MAN™ AND THE HUMAN TORCH™




DIE, SPIDER-MAN! SINCE WHEN WERE YOUR PUNY POWERS--
--ENOUGH TO VANQUISH A VAMPIRE?
SINCE HE TEAMED UP WITH THE HUMAN TORCH-- THAT'S WHEN!

ONCE MORE--MORBIUS!

SPIDEY AND THE TORCH--TOGETHER!™

A FEW WEEKS AGO: AGAINST THE BACKGROUND RUMBLINGS OF THE NEARBY HARLEM RIVER DRIVE, THE SOFT MURMUR OF WATER LAPPING AGAINST STONE ABUTMENTS GOES ALMOST UNNOTICED BY TWO ARGUING FIGURES--AND YET, IT IS THIS SOUND, WITH ALL ITS ATTENDANT FOREBODING, WHICH SHOULD GAIN THEIR DIVIDED ATTENTION--!

FOR IT IS THERE, IN THE MOON-TOUCHED WAVES SLIPPING SLOWLY PAST THEM, THAT THEIR FUTURE NIGHTMARES LIE IN WAIT--

--NIGHTMARES GIVEN GRIM PROPHECY BY THE UNCONSCIOUS MOVEMENT OF A LIMP, NO-LONGER-STRUGGLING HAND!

BLAST IT ALL, JAKE--WHEN ARE YOU GONNA LEARN?

YOU GONNA SHINE MR. WHITE MAN'S SHOES ALL YOUR LIFE?

TAKE IT EASY, JEFFERSON. YOU'RE OUT OF LINE.

DON'T MAKE ME PUT YOU IN YOUR PLACE, LITTLE BROTHER.

THAT'S NOT MY STYLE!

914 Z

YOUR STYLE? DON'T MAKE ME LAUGH.
JACOB, WHY DON'T YOU WISE UP?
TELL ME ABOUT WISE, JEFFERSON.
COLLEGE BOY ISN'T GONNA MUSS HIS HANDS ON THE LIKES OF ME.
TELL ME ABOUT THOSE CREEPS YOU HANG OUT WITH.

EASY, BIG BROTHER. YOU'RE TREADIN' ON SOFT ICE.
DON'T GET DOWN ON THEM, JAKE!
TACKER AN THE OTHERS ARE RIGHT DUDES--
FUNNY-- I DON'T RECALL THEM GETTIN' SAINTED--

--BUT THEN, I DON'T PLAY GAMES WITH SCU--
UNNNHHH!
I SAID SHUT UP!
BROTHER, YOU JUST WENT TOO FAR!

NO, JEFFERSON...NOT ME.
I'VE HAD IT WITH YOU, LITTLE MAN...

...YOU AND THOSE GOONS YOU CALL FRIENDS.
YOU WANNA BURN SOME BUILDINGS, GO AHEAD.
JUST DON'T BOTHER COMIN' HOME WHEN YOU'RE DONE!
SURE... COP OUT, BROTHER.
ISN'T THAT WHAT YOU'VE ALWAYS DONE?
HAVEN'T YOU ALWAYS... COPPED OUT...? YOU...AND DAD?

SOMETHING STINGS THE EYES OF JEFFERSON BOLT... FISTS UNCLENCHING AT HIS SIDES, HE BEGINS TO TURN AWAY...
GEEEEZUS!
THEN, HE HEARS A SOUND...THE MURMUR OF WATER 'GAINST STONE, A SHUDDERING MOAN...

WITHOUT THOUGHT, HE MOVES...

YOUNG LEGS CARRY HIM FORWARD...

...YOUNG ARMS CLEAVE FETID WATER...

...AND UNDER AN AGE-LESS MOON, YOUNG MUSCLES STRAIN, LIFE FIGHTING FOR LIFE, YOUTH BATTLING DEATH...

EARLIER BITTERNESS IS LOST, REPLACED WITH GRIM CONCERN. HIS VOICE TENSE, JEFFERSON SPEAKS... AFRAID...AFRAID THERE'LL BE NO ANSWER!

HEY...HEY, MISTER...!

YOU OKAY?

I...LIVE. BUT I AM WEAK...

...AND WHEN THE MAN CALLED MORBIUS IS WEAK...

...HE MUST FEED!

ONLY THEN DOES THE BOY SEE THE SPARKLING, NEWLY-BARRED FANGS--

--ONLY THEN DOES HE STEP BACK, FEELING HIS HEEL SLIP ON MOIST STONE--

--AND ONLY THEN --DOES HE BEGIN TO SCREAM!

AIEEEEEEEEEEEE!

THE POWER TO PURGE!

TONIGHT: PALE LIGHT FROM A NEW FULL MOON--THE COLD RUSH OF BITTER WIND PAST HIDDEN FEATURES--THE DISTANT WAIL OF TRAFFIC HUNDREDS OF YARDS BELOW--!

SUDDENLY, IT ALL SEEMS TO SHATTER--BROKEN BY AN ABRUPT SHUDDER WHICH SWEEPS THROUGH A CERTAIN SWINGING FORM--

BEHIND POLARIZED LENSES, BROWN EYES WIDEN--SMOOTH MUSCLES JUMP ALONG STRAINING ARMS AND LEGS--FRANTIC FINGERS TWITCH ON A SPECIAL PALM-SIZED TRIGGER--

--TWITCH--AND FAIL TO CLOSE!

GOOD LORD, I'M FALLING!

★★★★
STAN LEE
PRESENTS

GERRY CONWAY
SCRIPTER

&

ROSS ANDRU
ARTIST

FRANK GIACOIA
INKER

ARTIE SIMEK
LETTERER

AS THOUGH IN A NIGHTMARE, THE YOUTH KNOWN AS SPIDER-MAN FINDS HIMSELF CAST ADRIFT--

--HIS VERY NERVES SEEM TO SCREAM--HIS EYES BLINDED BY SOME INNER FEVER--!

TWISTING, HE TRIES TO REGAIN HIMSELF--

--BUT--HIS CONTROL IS SLIPPING--

--SLIPPING--!

GOT-- GOT TO FIGHT THIS THING--

EVERYTHING SPINNING-- FEEL LIKE MY WHOLE HEAD'S ON FIRE!

CAN'T SEE --GOT TO TRUST MY SPIDER-SENSE--

--AND THAT SENSE TELLS ME TO REACH OUT--

NOW!

THAK!

WHAT HAPPENED TO ME BACK THERE?

VOTE ★ NELSON!

ONE MINUTE I'M SWINGIN' ALONG LIKE A GOOD SPIDEY SHOULD--

--THE NEXT, SOMEBODY PULLS THE PLUG OUT OF MY BRAIN!

HANG IN THERE, FELLA. GET YOURSELF TOGETHER.

THE WORLD'S STILL A LITTLE SHAKEY--

--MUST'VE CAUGHT MYSELF A BIT OF THAT FLU VIRUS GOING AROUND.

YEAH... GUESS... THAT'S ALL....!

OH, WOW!

PETER PARKER, YOU MUST BE THE *ORIGINAL* STAR-CROSSED --*UNNNNNH*-- MY HEAD--

SOMETHING'S HAPPENING-- IN MY *HEAD*--

--MY HEAD--

*W*ORDLESS, HE *SWAYS*--FOR A MOMENT, HE RETAINS A PRECARIOUS *BALANCE*--

--AND THEN ONE FOOT *GIVES*--

--FOLLOWED BY THE *OTHER*--

WHUD!

--AND CLIMAXED-- BY *SILENCE!*

*E*LSEWHERE AT THAT MOMENT, IN THE TOWER COMPLEX OF THE WORLD-FAMOUS *BAXTER BUILDING*, YET *ANOTHER* MEMBER OF OUR GROWING CAST FINDS HIMSELF IN THE MIDST OF A MILD *ALTERCATION*...

YEAH? YOU AND WHAT *ARMY*, MATCH-HEAD?

I SAY "*ALL IN THE FAMILY*"-- AND NO FANCY-PANTS *KID* NAMED JOHNNY STORM--

KID? OKAY, PAVEMENT-PUSS...HAVE IT YOUR *OWN* WAY.

I'M SICK AND *TIRED* OF ARGUING WITH A BUNKER-ADDICT LIKE YOU, ANYHOW--

--YOU CAN *TAKE* YOUR BLASTED TV SHOW!

STIFLE YERSELF, YA DINGBAT.

WE'RE GONNA MISS THE *CREDITS!*

RRNGG

HAH!

LOOKS LIKE YOU'LL HAVE TO MISS THE OPENING *AFTER ALL*, BENJY!

YOU CAN SEE WHO'S CALLING UP FROM THE LOBBY--

--ME, I'M CUTTING *OUT!*

HAVE YOURSELF A REAL GOOD *LAUGH*, TORCH.

IF THAT KID WASN'T SUE'S BLASTED *BROTHER*, SOMETIMES I'D LIKE TA--

HEY, *HEY!*

BENJAMIN, GRIMM, THIS IS YOUR *LUCKY* DAY!

MOMENTS LATER, AS THE PNUEMATIC DOORS OF THE FANTASTIC FOUR'S PRIVATE ELEVATOR SLID SILENTLY OPEN...

HEY-- WOTTSA' *MATTER?*

I DON'T KNOW WHO YOU *ARE*, LADY--BUT YOU LOOK LIKE YOU'VE JUST LOST YOUR BEST *FRIEND.*

UH-OH. HEY, REED-- HEY, *SUE!*

PLEASE, MR. GRIMM...I'LL BE ALL RIGHT.

IT'S JUST... BEEN SO *HARD...!*

YEAH, YEAH. LOOK, I'VE HAD PEOPLE FAINT ON ME, *BEFORE*, LADY.

YOU GET *USED* TO IT WITH A MUG LIKE *MINE.*

THING... WHAT *IS* IT? WHAT'S *WRONG?*

YA GOT *ME*, STRETCHO.

LADY WUZ ASKIN' FOR *YOU--*

BENJAMIN *GRIMM.* YOU SHOULD BE *ASHAMED* OF YOURSELF.

CAN'T YOU SEE THE POOR WOMAN'S *UPSET?* HONESTLY, YOU *MEN--!*

BUT, HONEY--

AH, WHAT'S THE *USE*, REED?

WE MIGHT AS WELL WAIT *OUTSIDE.*

THE MINUTES PASS SLOWLY, AND WITH EACH, THERE COMES A NEW QUESTION, UNTIL FINALLY...

--YOU THINK YA *RECOGNIZE* HER?

BLAST IT, THEN WHY DON'T YA TELL ME *WHO--?*

TELL YOU *WHAT*, BLUE EYES?

WHAT'S GOING *ON*, REED--HAVE I *MISSED* SOMETHING?

WE'LL KNOW IN A *MOMENT*, JOHNNY.

REED, BEN--YOU CAN COME *IN* NOW.

TELL *THEM* WHAT YOU'VE TOLD ME, MARTINE.

YOU CAN *TRUST* US.

TRUST? HOW MAY I TRUST *ANYONE*-- AFTER WHAT'S *HAPPENED*?

ONCE, I TRUSTED MY FIANCE-- I WOULD HAVE GIVEN HIM MY *LIFE*.

YET--HOW MAY I TRUST THE *HORROR* HE'S *BECOME*?

"*IT STARTED ON THE **YACHT** HE RENTED, WHEN I DISCOVERED HIS ASSISTANT--MY **FRIEND**--*

"*--**DEAD**, HIS SKIN **WHITER** THAN COULD EVER BE **NORMAL** FOR ONE AS STRONG AS **NIKOS** HAD BEEN!*

"*SEARCHING HIS CABIN, DISCOVERING MY BELOVED MICHAEL **GONE**-- I FOUND CERTAIN **NOTES**--*

"*NOTES WHICH **EXPLAINED** THE REASON FOR OUR SUDDEN CRUISE--*

"*...BUT WHOSE UNFORESEEN **SIDE-EFFECTS** MIGHT MAKE OF HIM...*

"*IN A DESPERATE **GAMBLE**, HE'D DEVELOPED AN **ENZYME** WHICH WOULD STRENGTHEN HIS BLOOD COUNT...*

"*MICHAEL WAS **DYING**, VICTIM OF SOME INCURABLE BLOOD DISEASE...*

"*...A **VAMPIRE**!*"

SOUNDS LIKE SOMETHING OUT OF AN OLD *KARLOFF* FLICK.

NOT THAT I THINK IT'S TRUE--BUT WHY COME TO *US*?

YOU SEE... MY FIANCE'S NAME WAS *MICHAEL MORBIUS*!

MORBIUS--? *GOOD LORD*! THE NOBEL PRIZE WINNER!

HE AND I *CORRESPONDED*, ONCE!

TELL THEM, MARTINE.

YES, I FOUND YOUR *LETTERS*--

--*AND* THE LETTERS OF ANOTHER MAN--A PROFESSOR *HANS JORGENSON*!

JORGENSON? HE TEACHES AT *STATE U.* IN QUEENS.

BUT *WHAT*--?

YOU JUST KEEP *WONDERING*, REED.

MEANWHILE I'LL MAKE A FAST *EXIT*--!

BODY ARCING, CUTTING INTO THE TWILIGHT WIND LIKE A FLAMING ARROW, THE HUMAN TORCH STREAKS SKYWARD--

--AND THERE, HE MEETS THE GRIM SPECTRE OF HIS THOUGHTS!

ALMOST DIDN'T BELIEVE THAT CHICK-- UNTIL I REMEMBERED--

SOMETHING SPIDER-MAN TOLD ME THE LAST TIME WE MET--

--ABOUT HOW HE BATTLED SOME CLOWN CALLED MORBIUS--

--AND HOW AN ENZYME FROM MORBIUS' BLOOD MANAGED TO REMOVE A COUPLE'A EXTRA SETS OF ARMS OLD SPIDEY'D PICKED UP*--!

*SHOWN SOMEWHAT MORE FULLY IN SPIDER-MAN #101 & 102. --STAN.

NOW, UNLESS I MISS MY GUESS BY ONE HECK OF A PROVERBIAL LONG SHOT--

--SPIDEY'S MORBIUS, AND THIS NOBEL-PRIZE-WINNER GUY ARE ONE AND THE SAME.

IN WHICH CASE, OLD JOHNNY'S HEADING TOWARDS QUEENS--

--'CAUSE, IF I'VE GOT ANY LUCK AT ALL--

--I'LL FIND THAT OLD WEB-SLINGER ON THE SAME COLLEGE CAMPUS AS THAT JORGENSON GUY.

WHO KNOWS? MAYBE IT'S TIME SPIDEY AND I TEAMED UP AGAIN.

--THOUGH WHY I EVEN BOTHER WITH THAT EGOTISTICAL COSTUMED WALL-CRAWLER I'LL NEVER UNDERSTAND!

NOR WILL WE EVER UNDERSTAND THE WHIMS OF CAPRICIOUS FATE, JOHNNY...

...FOR, IF YOU'D BUT GLANCE BELOW, ON A SHADOWED SIDE-STREET...

...IF YOU'D SINGLE OUT ONE BATTERED, ABANDONED WAREHOUSE IN LONG ISLAND CITY...

...AND IF YOU'D TAKE A MOMENT TO INSPECT ONE DIMLY GLOWING WINDOW...WHAT IS DESTINED TO OCCUR, MIGHT NEVER BE!

YOU'VE BEEN... A FRIEND, JEFFERSON BOLT.

YET NOW... I MUST GO.

THESE PAST WEEKS, BUILDING MY STRENGTH, LETTING MY BODY REDEVELOP THAT LOST ENZYME...

...THEY HAVE BEEN LONG WEEKS...YET THANKS TO YOU, NOT LONELY ONES.

AND YOU'VE DONE MUCH FOR ME, MORBIUS...

...YOU'VE LET ME SEE...THE WAY THINGS TRULY ARE.

IS THAT WHAT YOU'VE LEARNED?

YES...I CAN SEE IT IN YOUR EYES.

LIFE OVER DEATH... ABOVE ALL ELSE, LIFE MUST SURVIVE!

YOU'VE BECOME... WHAT I'VE BECOME...

...A VAMPIRE!

OH, LORD IN HEAVEN--WHAT HAVE I DONE?

WAS MY SIN NOT GREAT ENOUGH, TO SEAL MYSELF WITHIN THIS DAMNABLE COIL--?

--IT IS THAT WHICH MAKES ME FEAR!

BUT NOW--I MUST LEAVE. THERE'S A MAN-- A MAN I MUST SEEK OUT!

PERHAPS HE MAY YET SAVE OUR PITIABLE LIVES--

BUT MORBIUS-- YOU DON'T UNDERSTAND.

I LIKE IT THIS WAY.

I KNOW, JEFFERSON BOLT--

--THOUGH I DREAD-- ONLY GOD MAY HELP US NOW!

THEN GO...AND IN A MOMENT, I'LL FOLLOW...

...FOR WE'VE *BOTH* WORK AT THE CAMPUS TONIGHT, MICHAEL MORBIUS.

LIKE, YOU'D BETTER *BELIEVE* IT!

AND WHAT OF OUR LONG-SUFFERING **WALL-CRAWLER?**

AT THAT MOMENT, ON A SITE IN THE SECTION OF QUEENS KNOWN AS *BAYSIDE*...

WHAT A GUY WON'T DO FOR AN *EDUCATION*...!

STILL FEEL LIKE SOMEBODY'S USING MY HEAD FOR A *GOLF TEE*... BUT AT LEAST THAT FALL DIDN'T BREAK ANY *BONES!*

BARELY MANAGED TO *GET* HERE... NOW, I'M NOT SO SURE IT WAS A GOOD IDEA TO *COME!*

WHAT'S *WRONG* WITH ME?

WHY DO I *FEEL* THIS WAY...?

WELL, MAYBE MY *BIO* TEACHER--*PROF. JORGENSON*-- CAN CLEAR THINGS UP...

...BUT...HOW DO I *ASK* HIM, WITHOUT LETTING ON I'M *SPIDER-MAN?*

PARKER, WHY COULDN'T YOU HAVE BECOME SOMETHING *SIMPLE*... SOMETHING *SAFE*...

...YEAH, LIKE A *GREEN BERET!*

PETEY, M'BOY... YOU'RE IN RARE FORM *TONIGHT!*

UH-UNH. NO DOUBT *ABOUT* IT. I'M ONE *SICK* SUPER-HERO.

GOT NO *CHOICE*... I'LL *HAVE* TO TALK TO THE PROF AFTER CLASS...!

THAT IS...IF I *MAKE* IT TILL AFTER CLASS!

I'VE BEEN SICK BEFORE--BUT NEVER--*NEVER* LIKE THIS.

FEELS LIKE THE BOTTOM'S DROPPING OUT OF MY *GUT*-- THESE CHILLS-- *FEVER*--!

*STEELING HIMSELF, DRAWING HIS SHOULDERS **STRAIGHT** UNDER HIS FRAYED WINDBREAKER, PETER PARKER STEPS INTO THE GLOW OF A NEARBY **ARC LAMP**...*

*...**AND** GLANCING **SKYWARD** AT A SUDDEN, FAMILIAR **SOUND**, LETS OUT A WEARY GROAN...*

TERRIFIC.

I *KNEW* I SHOULDN'T HAVE TOLD STORM I TAKE CLASSES HERE.

IT *FIGURES* HE'D SHOW UP-- PROBABLY WANTS TO TELL ME ABOUT SOME STUPID *BATTLE* HE'S WON.

OKAY, SPIDEY-- LOOKS LIKE YOU'RE *ON* AGAIN.

--*IF* YOU CAN MAKE IT!

*THROUGHOUT HISTORY, MEN HAVE **WONDERED** AT THOSE SOMETIMES-CRUCIAL COINCIDENCES--THOSE TWISTS OF **DESTINY** WHICH BRING MEN TOGETHER AGAINST ALL **REASON**--!*

*SUCH A COINCIDENCE BRINGS US **HERE**, TO A MAN CALLED **HANS JORGENSON**--*

*--**TO** THE FATEFUL **CRUX** OF OUR STORY--A MAN SOUGHT BY **THREE** SEPARATE FACTIONS --A MAN WHO HOLDS THE **ANSWERS** FOR THEM ALL!*

--AND AS YOU CAN SEE, SUCH A PROCESS WOULD *DESTROY* THE PRIMARY BALANCE IN THE BLOOD CELLS--

--AN EFFECT SIMILAR TO THE DECAY CAUSED BY *LEUKEMIA*.

RED BLOOD CELL (PLATELET)

WHITE BLOOD CELL

RECENT STUDIES BY A COLLEAGUE OF MINE SEEM TO HAVE PROVEN QUITE THE *OPPOSITE*, HOWEVER.

THAT MAN, THE NOTED VASCULAR THEORIST *MICHAEL MORBIUS*, POSTULATES A *SECONDARY* BALANCE--

--ONE ESTABLISHED BY A SPLIT-PROTEIN *ENZYME* YET TO BE--

ONE SECOND, PROFESSOR--

--I THINK WE'VE GOT A FEW THINGS TO *DISCUSS.*

BUT HEY-- DON'T LOOK SO *SHOCKED,* PROFESSOR.

HAVEN'T YOU EVER SEEN A *HUMAN TORCH* BEFORE?

--BUT I HARDLY THINK THAT'S AN EXCUSE FOR SUCH *RUDE* INTERRUPTION.

YOUR NOTERIETY *PRECEDES* YOU, YOUNG MAN--

YOU *TELL* 'IM, PROFESSOR.

TAKE IT *EASY,* SIR. SORRY I RILED YOU.

BUT YOU SEE-- THIS THING'S KINDA *IMPORTANT--*

IMPORTANT? AND MAY I ASK--IN WHAT *WAY?*

IT'S ABOUT A GUY CALLED *MORBIUS.*

MICHAEL MORBIUS.

--AND I'LL BET YOU KNOW ALL *ABOUT* HIM, DON'TCHA, TORCHY?

SPIDER-MAN!

I MUST PROTEST--THIS IS JUST *TOO MUCH.*

FUNNY YOU SHOULD *SAY* THAT, PROF--

--I WAS JUST GONNA MENTION THE SAME THING *MYSELF.*

WHAT'S *UP,* STORM? IF YOU'RE TRYING SOME SORT OF *GAME--*

COOL IT, SPIDEY.

WE'RE THE *GOOD GUYS,* REMEMBER?

GENTLEMEN, *PLEASE.* I ASSUME THERE'S A *POINT* TO ALL THIS--

--IN WHICH CASE, WE'LL *DISCOVER* THAT POINT OVER A CUP OF *TEA--*

--BUT *AFTER* THE LECTURE, IF YOU PLEASE?

SOON, IN JORGENSON'S CRAMPED OFFICE-APARTMENT OVERLOOKING THE SPRAWLING CAMPUS...

LOOK, PROFESSOR--I AM SORRY ABOUT THE WAY I BARGED IN--

DON'T LET IT BOTHER YOU, SON.

I'M AFRAID I BECOME SOMETHING OF AN OGRE IN FRONT OF A CLASS.

THE TENSION, I SUPPOSE.

YEAH, EVERYBODY'S GOT THEIR BAD DAYS, PROF.

...AND IT LOOKS LIKE I'M NOT GONNA ADD TO THE GENERAL JOY, EITHER.

IS IT SOMETHING ABOUT MICHAEL?

FROM WHAT YOUR FRIEND SAID--

'FRAID TORCHY DOESN'T KNOW THE WHOLE STORY, PROFESSOR JORGENSON.

SURE, MORBIUS AND I TANGLED A COUPLE'A WEEKS BACK--

--BUT, MISTER--ONLY ONE OF US SURVIVED.

THREE GUESSES WHO.

THEN--MORBIUS IS DEAD?

NO!

YOU'VE GOT IT, PROF! FOR, AS FATE WOULD HAVE IT, ON THE OUTSKIRTS OF THE COLLEGE PARK...

CAN GO NO FURTHER...HOW MANY HOURS SINCE LAST I FED? TOO MANY...

ALREADY, MY VISION GROWS BLURRED...AND ONCE MORE, I FEEL THAT TERRIBLE NEED.

THAT... THAT VOICE. SOMEONE SINGING...

AYE, MORBIUS...SOMEONE SINGING...

NEVER KNEW A GIRL LIKE YOU... MARY LOU...

EVERY TTER IT URTS!

YEAH. THAT'S THE STUFF.

...THE LAST SUCH SONG HE'LL MAKE, AS IT TURNS OUT...

...AND AS A SONG, IT'S A VERY POOR SONG...

...HM?

...FOR A FUNERAL DIRGE!

YAAA-

-AAAAAAAHHHH

GHOSTLY, THE SCREAM ECHOES... PASSES FROM TREE TO MOONLIT TREE...

YAHAA

...FROM BUILDING TO DARKENED BUILDING...

HAAAAAAAHHHH

...SEEMING ALMOST TO GROW, MULTIPLE SOUNDS OVERLAYING EACH OTHER UNTIL...

TORCH-- MAYBE I'M HEARING THINGS--

--IN WHICH CASE, I'M SICKER THAN I THOUGHT--

BUT, BROTHER --IS THAT--?

SOMEBODY SCREAMING, SPIDEY.

LOOKS LIKE I DIDN'T COME ALL THIS WAY FOR NOTHING, AFTER ALL!

FIGURES YOU'D SEE IT THAT WAY.

GENTLEMEN, PLEASE...

...WILL SOMEONE PLEASE EXPLAIN WHAT ALL THIS MEANS?

YEP...I'M KINDA SORRY FOR OLD DOC JORGENSON...

I...CAN UNDERSTAND HOW HE FEELS...

...DON'T KNOW WHY MY HEAD HURTS SO...AND THIS FEVER...!

HEY, JACOB--CAN YOU *DIG* THIS SCENE?

SPIDEY AND JOHNNY STORM--BOTH OF 'EM ON *CAMPUS!*

THAT'S NOT WHAT *BOTHERS* ME, PAUL.

I THINK SOMEBODY'S IN *TROUBLE* OUT THERE--

--*BAD* TROUBLE!

*ALMOST AUTOMATICALLY, CERTAINLY WITHOUT **THINKING**, THE BOY KNOWN AS JACOB BOLT BEGINS TO **RUN**--*

*--AND WHAT HIS FINAL **DESTINATION** MIGHT BE--EVEN OUR SUPERCILLIOUS **SCRIPTER** WON'T **SAY!***

*BUT AT THAT MOMENT, A HUNDRED YARDS **AWAY**...*

MORBIUS!

IN HEAVEN'S NAME--*NO!*

*SO **SHOCKED** ARE THE STUNNED DUO THAT THEY TRAGICALLY **OVERLOOK** A DIM FORM IN THE NEARBY BUSHES--*

*--SPIDER-MAN LETS HIS EMOTIONS **SEIZE** HIM, SWAMP HIM--LETS HIS **HORROR** OVERWHELM HIS REASON--*

CHOK!

*--AND INSTEAD OF **PAUSING** --INSTEAD OF WONDERING **HOW** MORBIUS HAS SURVIVED THESE RECENT MONTHS--*

--AND HE STRIKES--AGAIN AND AGAIN, WITHOUT VOICING THE GUILT THAT DRIVES HIM--

--THE KNOWLEDGE THAT ONCE HE LEFT MORBIUS FOR DEAD--AND THAT IT'S HAUNTED HIM THESE PAST WEEKS--

--HAUNTED HIM, JUST AS THE OMNIPRESENT FEVER HAS HAUNTED HIM, WEAKENING HIM UNTIL--

THAT'S ENOUGH, SPIDEY--

ARE YOU OUTTA YOUR MIND--?

DO NOT LITTER

--THAT'S ENOUGH!

HE--HE KILLED THAT GUY--

--LIKE-- LIKE A FILTHY VAMPIRE--!

KILLED? YES, I KILLED HIM--

--BUT WHAT CAN ONE MAN'S DEATH MEAN?

OF WHAT CONSEQUENCE IS HIS LIFE--

--WHEN THE LIFE OF MICHAEL MORBIUS MUST NEEDS HANG IN THE BALANCE?

YES, MY FRIEND, YOU CAUGHT ME UNAWARES--

I WAS STILL RECOVERING-- STILL WEAK!

BUT NOW...I FEEL LIFE THROBBING IN MY VEINS...I FEEL STRENGTH... I FEEL POWER!

DON'T LET IT GO TO YOUR *HEAD*, MORB!

'CAUSE FROM WHAT SPIDEY WAS TELLING JORGENSON AND ME *EARLIER*--

MY *EYES*... THE LIGHT, TOO *BRIGHT*...!

--THIS *SUN-BURST* OUGHT TO PUT YOU IN YOUR *PLACE*!

BLAST IT, WHAT'S *WRONG* WITH ME--?

ALMOST...TRIED TO *KILL* MORBIUS BACK THERE...!

IT'S THIS *FEVER*. IT'S...TOO MUCH TO *HANDLE*...

GOTTA CALL THIS GAME *SHORT*...

FTIK

...FIND OUT... WHY MORBIUS IS STILL *ALIVE*!

UNNNH! NO *GOOD*--

I'M GETTING TOO *WEAK*-- TO DIRECT MY *WEBBING*!

WHOLE BODY *SHAKING*... HOT... *COLD*...!

TORCH AND HIS BLASTED *FIRE-BALLS*--

--THE LIGHT'S GETTIN' IN MY *EYES*--

--AND EVERY TIME I TRY TO *HIT* MORBIUS--

--THE WHOLE--THING --SEEMS TO COME *APART* ON ME--

--WHAT'S HAPPENING --TO MY *HEAD*--? GETTIN' *BLURRED*--

I'VE GOTTA DO SOME-THING *FAST*-- 'FORE HE GETS *AWAY*--

WITH THE LAST OUNCE OF HIS FADING STRENGTH, SPIDER-MAN THROWS HIMSELF FORWARD --FEELS THE IMPACT DULLY AS THOUGH IN A DREAM--

WAIT--HEY, WAIT--

YOU'RE HURTING HIM--!

--AND AS THOUGH STILL IN THAT DREAM, HE BEARS MORBIUS DOWNWARD, VAGUELY AWARE OF A DISTANT SHOUTING--

YOU'RE GONNA KILL THAT GUY, SPIDER-MAN--

WHAT'RE YOU TRYIN' TO DO?

LE' GO OF ME, YOU CRAZY KID--

--CAN'T YOU SEE I'M TRYIN' TO--

>UNNNHH!=

HE SEES ENOUGH, MY FRIEND.

--AND LIKE ALL MERE MEN, HE ASSUMES WHAT HE MUST.

THAT IS WHY MORBIUS--AND HIS KIND--MUST, EVER BE TRIUMPHANT!

AND SHORT FEET AWAY, YET ANOTHER ELEMENT OF OUR DRAMA RETURNS--WITH TRAGIC RESULTS--!

YOU GUYS HEARD MY BROTHER.

THOSE COSTUMED FREAKS WERE TRYIN' TO KILL THAT DUDE!

ARE WE GONNA LET 'EM? ARE WE?

WAIT A SECOND--THAT'S NOT--!

BUT ALREADY IT'S STARTED--

--THE MINDLESS VIOLENCE--THE ULTIMATE MANIPULATION OF FEARS--

--AND, YES --OF PETTY JEALOUSIES--

--PERHAPS EVEN-- OF UNCONSCIOUS HATE!

FOR WHO'S TO SAY WHAT FORM TODAY'S NIGHTMARES MAY TAKE--?

--WHETHER TOMORROW WE'LL SEE OUR FRIENDS AS FOES--

--BECAUSE THAT'S WHAT WE'VE BEEN TOLD.?

HOLD HIM DOWN, TACKER!

THIS IS ONE SELF-RIGHTEOUS HERO I WANT FOR MYSELF!

YOU CALL 'EM, JEFF.

JEFF? YOU--?

BUT WHERE-- HOW--?

TOO LATE COME THE QUESTIONS--

EVEN AS HE STARTS OVER, HIS EYES WIDE AT THE SIGHT OF HIS PRODIGAL BROTHER--JACOB BOLT GOES SUDDENLY LIMP--

--LIMP, IN THE GREEDY HANDS OF THE BATTLE-CRAZED MORBIUS!

JEFFFFFFFFFFF

HUH?

HOLD IT, MORBIUS. THAT'S MY BROTHER YOU'RE GRABBING.

HE'S NOT ONE'A THEM, MISTER.

NO.? THEN WHAT IS HE, JEFFERSON BOLT?

DON'T YOU SEE.? THEY'RE ALL ALIKE--

--AND NONE ARE WORTH THE SLIGHTEST REMORSE!

WAK

CHUK

MEANWHILE...AND ALL TOO BELATEDLY...

FACE IT, KIDS: YOUR HEART'S NOT IN IT--

PLAY-TIME'S... OVER!

HMM...IT SEEMS THE ONE CALLED SPIDER-MAN HAS RALLIED!

PERHAPS THE TIME IS RIPE FOR MORBIUS TO DEPART...

...FOR, JUST NOW, I FEEL AN ODD SENSATION...

...ONE I NEED TO PONDER...

...A FEELING NOT UNLIKE... THE SUBTLE PAIN OF GUILT.

AND AS THE NEAR-MAD MORBIUS LEAPS AWAY, HIS MIND EXPLORING REGRETS SOON FORGOTTEN--

--SPIDEY DRAGS HIMSELF UPRIGHT, WONDERING, WONDERING--YET STILL BLINDLY UNAWARE OF HIS FEVER'S UNLIKELY ORIGIN--!

AND, AT THE CLEARING'S OTHER END...

HEY, BERT... LOOKIT THE MOON!

HOLY CRUD.

LET 'IM GO, FELLAS... LET 'IM GO.

THEY TURN, THEN, TO THE SOUND OF GENTLE SOBBING...AND THEY FEEL A CHILL, A SUDDEN AWARENESS OF THEIR OWN MORTALITY...

HE'S DEAD. HE WAS GONE FOR A MONTH...

...AND NOW HE'S GONE FOREVER. WHY? WHAT DID I DO WRONG?

I NEVER KNEW HIM, KID. BUT MAYBE IT WASN'T WHAT YOU DID WRONG THAT COUNTS, NOW...

...BUT WHAT YOU DID RIGHT...

...THAT MADE HIM, IN THE END, UNDERSTAND... WHAT IT MEANS TO BE A MAN.

YOU KNOW, TORCH... THERE'S HOPE ...FOR YOU YET, OLD BUDDY.

TO BE CONTINUED!

MARVEL TEAM-UP

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN AND THE X-MEN

THEY'RE BACK! IN ALL NEW, ALL-GREAT ACTION!

THIS TIME YOU PUSHED US *TOO FAR*, WALL-CRAWLER!

NO, SCOTT! DON'T *BLAST* HIM--NOT *NOW*-- OR HE'LL FALL TO HIS *DEATH*!!

TOO LATE, LADY! SCRATCH ONE SPIDER-MAN!!

THE MARK OF THE MUTANTS!

SPIDEY AND THE X-MEN--TOGETHER!

DREAMS: THE STUFF THAT A BARD'S POEMS AND A LOVER'S NIGHTS ARE MADE OF--!

DREAMS: ONE-THIRD OF OUR NATURAL LIFESPAN, COVERED BY THE GRACIOUS CLOTH WE NAME SLEEP--

--YET FOR SOME OF US, THOSE RESTING HOURS ARE LESS THAN GENTLE, THE CLOTH ROUGH AND HARSH--!

FOR SOME OF US-- AS FOR THE FEVERED YOUTH NAMED PETER PARKER--

--THOSE DREAMS ARE NIGHTMARES!

NO! NO!

STAY BACK! DON'T TOUCH ME--KEEP AWAAAAAAAYY!

AND THEN--THE X-MEN!

STAN LEE PRESENTS: | GERRY CONWAY, SCRIPTER | GIL KANE, PENCILLER | STEVE MITCHELL, INKER | JON COSTANZA, LETTERER | ROY THOMAS, EDITOR

764 Z

HEY, PETER--

PETER, LISTEN TO ME--

YOU'RE DREAMING, FELLA.

YOU'RE JUST HAVING A NIGHTMARE--

--SO PULL YOURSELF TOGETHER--

--BEFORE YOU BREAK OUR LEASE!

HARRY... JUST A DREAM...?

ALL OF IT... JUST...?

NO. THE FEVER... I'M STILL SHAKING, STILL SWEATING ICE...

GOTTA RELAX... CALM DOWN...!

NOW YOU'VE GOT IT, OLD BOY.

SHOULD I CALL A DOC, PETE... OR CAN YOU WALK?

HARRY--I KNOW HOW CRAZY THIS IS GONNA SOUND--

--BUT BELIEVE ME, I DON'T NEED A DOCTOR--

--JUST SOME SLEEP, AND A LOT OF REST.

THAT'S WHAT YOU THINK, PETE.

TAKE A LOOK IN THE MIRROR-- YOU LOOK LIKE A DEAD FISH.

THANKS FOR THE ADVICE, MR. OSBORN.

...BUT NO THANKS.

MR. PARKER, YOU'VE A REAL WAY WITH YOUR FRIENDS.

GUY TRIES TO HELP YOU, AND YOU GIVE HIM YOUR HEEL...!

NEAT. REAL NEAT...

...AND NECESSARY.

AFTER ALL, IT WOULDN'T DO FOR LOVABLE OLD HARRY TO KNOW...

...THAT HIS MILD AND RETIRING ROOMMATE...

...IS THE WALL-CRAWLING SPIDER-MAN!

THESE DREAMS ABOUT MORBIUS...

THEY'VE BEEN COMING MORE FREQUENTLY...

...AND WITH THEM, THE CHILLS.

I'VE HELD OUT FOR ALMOST A WEEK--

--BUT I MIGHT AS WELL ACCEPT IT--

I'M SICK-- REAL SICK--

--AND UNLESS THIS FEVER HAS MADE ME SLIGHTLY PARANOID--

--IT'S GOT SOMETHING TO DO WITH THE VAMPIRE CALLED MORBIUS!

EVER SINCE THE TORCH AND I FOUGHT AGAINST HIM,* MORBIUS HAS LAID LOW--

--BUT THERE'S ONE PLACE HE'S BOUND TO SHOW, SOONER OR LATER--

* LAST ISSUE.--ROY.

--SO MAYBE I'LL KILL TWO BIRDS WITH ONE STONE BY VISITING A CERTAIN SCIENCE-PROF IN QUEENS--

"--PROFESSOR HANS JORGENSON!"

ODD. ACCORDING TO FORMULAE IN THESE *LETTERS*...

...IF MICHAEL *PROCEEDED* WITH HIS EXPERIMENTS ALONG THIS LINE...

...HE'D DEVELOP AN ANEMIA-FORESTALLING *ENZYME* A COMPOUND WHICH WOULD *REVERSE* A CERTAIN FORM OF LEUKEMIA...

...BUT THE EFFECT ON THE PATIENT IS *UNTHINKABLE!*

YET, IF THIS IS *TRUE*...

...IT *MIGHT* EXPLAIN MICHAEL'S STRANGE *DISAPPEARANCE*...

...AND THE ACCUSATIONS OF THAT *SPIDER-MAN* CHARACTER.

NO. HE'D NEVER *DO* SUCH A THING...

WOULDN'T HE, HANS... WOULDN'T *ANYONE*...?

...IF HIS VERY *LIFE* DEPENDED ON IT ?

MICHAEL! GOOD LORD, MAN--!

WHAT ARE YOU--

--DOINNNNNHHH!

KRAK

DOING, HANS? ISN'T IT *OBVIOUS*--?

I'M ABSCONDING WITH YOU, HANS, OLD FRIEND.

IT APPEARS YOU'VE REDISCOVERED THE ORIGINS OF MY LIFE-GIVING ENZYME--

--THE BIOLOGICAL CHEMICAL WHICH REVERSED THE DETERIORATION OF MY WHITE BLOOD CELLS--

--TRANSFORMING ME INTO A HOLLOW-BONED SHADOW OF MY FORMER SELF--

--A SELF YOU SHALL AID ME TO REGAIN!

IN A BREATHSPAN, HE'S GONE-- GLIDING LIKE A BAT 'CROSS A SILVER MOON--

--WHILE BELOW, BRIEF MOMENTS BEFORE--!

KRAK!

LANDSAKES ALIVE! WHATEVER HAS GOTTEN INTO THAT NICE OLD PROFESSOR JORGENSON?

PEOPLE COMING AND GOING AT ALL HOURS--

--BODY CAN'T HARDLY READ WITHOUT SOMETHING GOING ON!

GUESS THERE'S NO HELPING IT.

I'LL HAVE TO HAVE A TALK WITH THE PROFESSOR... RIGHT NOW!

JUST YOUR LUCK, PARKER.

LOOKS LIKE THERE'S NOBODY HOME.. HEY... WAITASECOND..

...EITHER THE PROFESSOR'S LOST HIS HOUSE-KEEPER...

...OR SOMEBODY'S BEEN THROUGH HERE WITH A MINOR WHIRLWIND.

THOSE PAPERS... NOTES?

THE JACKPOT!

JORGENSON MUST HAVE BEEN STUDYING MORBIUS'S PUBLICA-TIONS! HE'S--

EEEEEE-EEEEEEE-EEEEE!

OH, GREAT.

MAYBE IF I *WAIT* TILL SHE COMES AROUND...

UH-UH. SHE'D NEVER *BELIEVE* ME...AND NEITHER WOULD THE *POLICE.*

BESIDES... THE WAY MY *HEAD* FEELS RIGHT NOW...

...WHEN *SHE* WAKES... I MIGHT BE *OUT*...

...AND *THAT* WOULD BE EXACTLY WHAT I *NEED!*

THE NEXT MORNING, IN WEST-CHESTER...

DAILY

SPIDER-MAN KIDNAPS NOTED SCIENTIST

JORGENSON ABDUCTED FROM SUITE!

THE SPIDER-MAN MENACE
BY J. JONAH JAMESON
PUBLISHER OF THE BUGLE

WELL-KNOWN CARTOONIST

HANS... *KIDNAPPED?*

IT SEEMS ABSURD... AND *YET...*

...WHAT HE SAID WHEN WE LAST *SPOKE...*

...HIS *CONCERN* FOR HIS COLLEAGUE, AND STUDENT, *MICHAEL MORBIUS* ...PERHAPS THERE *IS* A CONNECTION.

...AND IF THERE IS, CHARLES XAVIER *CANNOT* AVERT HIS *EYES...*

...OR HIS *BRAIN!*

THEN, SOMETHING UNCANNY OCCURS: SOMETHING SOME MEN MIGHT CALL SURREAL, OR PERHAPS IMPOSSIBLE--

--THE MIND OF CHARLES XAVIER REACHES OUT, TO A DISTANT ROOM OF THIS MANY-LEVELED PRIVATE SCHOOL--

--AND THERE, IT FINDS TWO MORE MINDS, OF TWO UTTERLY FANTASTIC HUMAN BEINGS-- ONE KNOWN AS THE ANGEL, THE OTHER SIMPLY AS ICEMAN--!

BRIEFLY HIS MIND TOUCHES--

WARREN... BOBBY DRAKE... THIS IS PROFESSOR X!

COME TO MY STUDY--- IMMEDIATELY!

WE HAVE... AN EMERGENCY.

--AND, HAVING BEEN RECEIVED, MOVES ON TO A SOMEWHAT QUIETER DEN THAN THE VIOLENT DANGER ROOM, WHERE--

JEAN GREY... MARVEL GIRL... I NEED YOU...!

AT ONCE, PROFESSOR.

SATISFIED, THE RELEASED MIND MOVES OUTWARD--

--BEYOND THE CLOISTERED WALLS TO A TENDERED GARDEN, AND A WANDERING SCOTT SUMMERS--

YES, PROFESSOR?

JOIN THE OTHERS, CYCLOPS.

I MUST TRY TO CONTACT HANK McCOY-- AND THEN, WE'VE NEED TO TALK.

THOUGHTS GATHER--PAUSE-- AND THEN THRUST ACROSS THE MILES TO A LONG ISLAND RESEARCH PLANT--AND ONE VERY SPECIAL RESEARCH SCIENTIST--

I HEAR YOU, PROFESSOR-- AND I'M SORRY.

I CAN'T COME... NOT NOW. *

* FIND OUT WHY IN ASTONISHING TALES. --R

YOU KNOW I WON'T PRESS YOU, HANK.

AND YET... I CANNOT HELP BUT FEEL THAT SOME-THING'S WRONG...

PLEASE, SIR... I'VE TOLD YOU BEFORE.

IT'S NOTHING... NOTHING I CAN'T HANDLE ALONE.

BROODING, THE MIND RETURNS TO ITS CORPOREAL FORM... AND IN THE SPRAWLING WESTCHESTER SCHOOL, A GRIM SIGH SEEMS TO TREMBLE WITHIN THE VERY WALLS. THEN...

COME, MY X-MEN. AT LAST, AGAIN, IT IS TIME!

WHAT'S THE SCORE, PROFESSOR?

THIS, WARREN.

ACCORDING TO THE MEMBERS OF THE FOURTH ESTATE, AN OLD COLLEAGUE OF MINE WAS KID-NAPPED LAST EVENING--

--TAKEN, THEY CLAIM, BY THE COSTUMED VIGILANTE CALLED SPIDER-MAN.

YOU SEEM UNCERTAIN, PROFESSOR.

WHAT EXACTLY DO YOU WANT US TO DO?

MOMENTS LATER, AFTER CHARLES XAVIER HAS FINISHED HIS EXPLANATION...

GOT IT, SIR.

NO FUSS... JUST BRING HIM BACK, INTACT...

...WITHOUT ATTACTING UNDUE ATTENTION, BOBBY.

LET'S WORRY ABOUT THAT LATER, TROOPS.

RIGHT NOW-- WE'D BETTER MOVE.

THEIR VOICES ECHO THROUGH THE NOW-EMPTY CORRIDORS... AND SLOWLY, RETURN TO THEIR TEACHER AND MENTOR...

AND FOR MANY MINUTES, HE SITS SILENT... CONTEMPLATING THE MEN HE'S GROOMED, WONDERING... PRAYING... THAT THE VALUES HE'S GIVEN THEM ARE GOOD VALUES...

...GOOD VALUES... AND STRONG.

SEVEN HOURS LATER: THE CONCRETE GRID CALLED MANHATTAN: THE WEB-SLINGING HERO NAMED SPIDER-MAN...

NO GOOD! EVEN SLEEPING ALL DAY... DIDN'T QUITE HELP.

STILL DIZZY... THROBBING WITH FEVER...

...GOT TO FIND MYSELF A COOL CORNER, REST TILL MY SKULL STOPS SPINNNNNNGHH!

MY WEBBING! SUDDENLY SNAPPED-- TWISTING IN MY GRIP--

WHAT--?

NOT WHAT, PAL-- WHO?

IF IT MEANS ANYTHING-- THE NAME IS ANGEL!

SWELL.

REMIND ME TO FAINT, BUTTERCUP--

--AFTER I SEVER OUR LITTLE TIE-UP BY DROPPING ONE WEB--

--SHOOTING OUT A SECOND--

--AND THEN SWINGING UP AND AROUND, WHERE I CAN-- HUH?

ICE-- CUTTING OFF MY SHOT?

WHAT GOES ON HERE?

...ICEMAN?

THEN I'M FIGHTING THE X-MEN? BUT WHY?

WHAT IN THE NAME OF J. JONAH JAMESON DO YOU GUYS WA--

:URRMPPH:

OKAY, BRIGHT EYES-- THAT CUTS IT.

YOU WANNA PLAY GAMES, THAT'S FINE-- 'CAUSE WHEN IT COMES TO GAMES--

DOC SAVAGE IS COMING!

--SPIDEY ALWAYS WINS!

HAVE A NICE *TRIP* SWEETUMS.

MAYBE *NEXT* TIME YOU'LL STICK WITH THE *LITTLE LEAGUE!*

NO! I'M SPINNING TOO FAST-- CAN'T SPREAD MY *WINGS*--

I'M LOSING ALTITUDE-- *FALLING!*

NOT IF *I* CAN HELP IT, MR. WORTHINGTON.

AND WITH POWERS LIKE *MINE*-- I *CAN.*

LITTLE LADY, I COULD *KISS* YOU FOR THAT.

JUST TRY IT, WARREN... JUST *TRY!*

MY TURN, WEB-SLINGER.

LET'S SEE HOW YOU DO-- AGAINST *THESE!*

YOU AND THE *TORCH* SHOULD GET TOGETHER, KID--

--YOU'VE *BOTH* GOT A *LOT* TO LEARN!

I CAN'T *STOP* HIM, CYCLOPS--

--USE YOUR EYES--*YOUR EYES!*

IT'S NOT *WORKING,* SCOTT--

--HE KEEPS *DODGING,* ALMOST AS THOUGH HE COULD *SENSE* EACH BLAST BEFORE IT *STRUCK!*

LADY, YOU *SAID* IT--!

--BUT EVEN *WITH* MY TRUSTY SPIDER-SENSE, I CAN'T KEEP THIS UP ALL *NIGHT*--

--THOSE *CHILLS* ARE COMING BACK--SPOTS DANCING BEFORE MY *EYES*--

I'VE GOT TO TIE THIS UP *QUICKLY*-- AND IF NECESSARY--

OOO --*BRUTALLY!*

SPACK!

HE TURNS, BODY TENSING TO *LEAP*.. BUT THAT LEAP IS NEVER *MADE*--

INSTEAD, HE *FREEZES*--

--AND, SPEECHLESS, SWINGS TO STARE *BEHIND* HIM--

I *DID* IT, SCOTT-- BUT I CAN'T HOLD HIM FOR *LONG*.

I DON'T THINK YOU'LL *HAVE* TO, JEAN...

...PERHAPS NOW WE'LL HAVE A CHANCE TO *TALK*.

YOU'VE GOT A FUNNY WAY... OF STARTING A *CONVERSATION*, FELLA...!

NOW, IF YOU'LL *EXCUSE* ME...

...I THINK I'M GONNA... BLACK OUT...

DON'T *THINK* IT, PROFESSOR. I GUESS WE'VE *ALL* GOT THE SAME IDEA. WE'LL GET HIM BACK TO YOU... *PRONTO.*

SOON...

THEN THE NOTES *ARE* AUTHENTIC, SIR?

BUT IF PROFESSOR JORGENSON *DID* WRITE THEM... THEN THAT MEANS...

...SPIDER-MAN HAS LESS THAN FOUR HOURS TO *LIVE!*

PRECISELY, JEAN.

...NOW BE SILENT, *ALL* OF YOU. IF WE'RE TO *SAVE* OUR YOUNG FRIEND...

...I NEED *TOTAL* CONCENTRATION...TO EXPLORE THE VERY *DEPTHS* OF HIS UNCONSCIOUS MIND!

SILENCE: LAYER BY LAYER, THE MAN KNOWN AS *PROFESSOR X* DELVES THROUGH THE DARKNESS OF A HUMAN MIND...

IN THAT DARKNESS, HE FINDS *VISIONS--*

--GRIM SNATCHES OF ANOTHER MAN'S MEMORY--

A BATTLE--A *VICTORY*--AND AN INJECTION OF A UNIQUE BLOOD TOXIN FROM THE MAN NAMED *MORBIUS--*

--A TOXIN WHICH REMOVED FOUR FREAK ARMS, AN INJECTION GIVEN BY DOCTOR CURT CONNORS--THE LIZARD!

OTHER MEMORIES OF MORBIUS'S STARTLING AND UNEXPLAINED *RETURN*--OF ANOTHER BATTLE, THIS TIME BESIDE THE *HUMAN TORCH--*

--AND THE FINAL MEMORY--OF MORBIUS'S FRUSTRATING ESCAPE!

THE MEMORIES COME TO CHARLES XAVIER AS THOUGH THEY WERE HIS OWN, AND WHEN THE PROBE ENDS--THEY PAINFULLY REMAIN!

MY FRIENDS--WE HAVE MADE AN ALMOST TRAGIC MISTAKE!

MICHAEL MORBIUS IS OUR ENEMY--

--NOT SPIDER-MAN!

AFTER A BRIEF RESUMÉ...

...AND SO THAT TORTURED YOUTH WILL DIE...AND DIE HORRIBLY...IF CERTAIN ADJUST-MENTS ARE NOT MADE TO THE TOXIN IN HIS BLOOD!

THEREFORE, MORBIUS MUST BE FOUND...

...FOR, WHERE YOU FIND MICHAEL MORBIUS...

"...THERE ALSO WILL YOU FIND HANS JORGENSON!"

THE OLD FOOL! WAS HE SO WEAK--A SIMPLE BLOW STUNS HIM SO LONG?

ALMOST, I AM TEMPTED...

TWO DAYS SINCE LAST I FEASTED--BUT NO!

I NEED JORGENSON.

ONCE, I WOULD HAVE USED HIM TO RETURN ME TO MY FORMER EXISTENCE...BUT NO MORE.

HUNGER BRINGS ME SANITY, I THINK...

I WEARY OF HAVING ONLY HALF A LIFE TO LIVE...

...I TIRE OF SPENDING MY DAYS IN A TRANCE-LIKE REST...

...WITH ONLY MY NIGHTS TO GIVE TO HUNTING!

JORGENSON WILL HELP ME CHANGE THAT...

HE WILL HELP...OR HE WILL DIE!

...BROKE TOO, HUH?

LOOKS LIKE WE NEED CASH, KEN...

...AND WE BOTH KNOW HOW TO GET IT!

THAT IS, IF YOU'RE NOT GONNA CHICKEN-OUT AGAIN.

WELL, KEN? ARE YOU WITH ME, OR--?

KEN--?

HOLIEEEE HANNAH!

THE PANIC LASTS ONLY AN INSTANT--THEN, REGAINING HIS KNIFE, THE YOUNG MUGGER LEAPS FORWARD--

MUST THINK YOU'RE SOMETHIN' OUTTA "THE NIGHT STALKER":

--BUT, MISTER, THAT DOESN'T SCARE ME ONE BIT--

--NOT WHEN I'VE GOT MY BLAAAAHHHGH!:

THAK!

STUNNED, HE TURNS, FEELING CONCRETE GRATE AGAINST HIS PALMS--

HE BLINKS--AND HIS EYES WIDEN, STARING INCOMPREHENSIBLY AT THE SHADOW LOOMING OVER HIM--

HIS MOUTH WORKS--CHOKES--AND HE SCREAMS!

AAAAAAAA

AAAAHHHHHH!

LIKE A CLOUD ACROSS THE MOON, THE MUTANT **ANGEL** BOWS AND SHIFTS--

HE GLANCES BACK-- DOWN INTO THE ALLEY **BELOW.** HIS EYES **HARDEN**--

--AND HE SWINGS **AWAY!**

FELLAS, BACK TOWARD **SECOND AVENUE**..

I THINK I'VE FOUND MORBIUS -- BUT YOU'RE NOT GONNA **BELIEVE** WHAT YOU SEE--

--'CAUSE FRANKLY-- I'M NOT QUITE SURE **I** DO!

SATIATED, HIS PULSE **POUNDING** WITH FRESHLY-GAINED BLOOD, MORBIUS BEGINS TO RISE--

--AND **STOPS** AT A SOUND FROM THE STREET BEHIND HIM!

SOMETHING IN HIS PINK-STAINED EYES **HALTS** THE APPROACHING **X-MEN**--

SOMETHING IN THE **SNARL** WITH WHICH HE GREETS THEM SENDS A SUDDEN **CHILL** THROUGH THEIR SPINES--

HE'S MAD...HOPELESSLY, IRREVOCABLY **INSANE!** THE PRESSURE-- THE INHUMAN **STRAIN** HAS TAKEN ITS **TOLL**...AND SO, BEFORE THE STARTLED MUTANTS CAN **GATHER** THEMSELVES--

--MORBIUS ATTACKS!

SCOT--JEAN--ALL OF THEM! HE'S CAUGHT US OFF GUARD--!

GOT TO STOP HIM--GIVE THE OTHERS A CHANCE TO RECOVER BEFORE HE--

--:UNNNHH!:

THWAP!

CHINK!

BOBBY, NO!

SCOTT, YOU'VE GOT TO DO SOMETHING

NONE OF US EVER DREAMED HE'D BE SO--SO POWERFUL!

I'M TRYING, JEAN--BUT HE KEEPS MOVING SO QUICKLY!

KK-SSSSSCHOOM!

EVEN SPIDER-MAN DIDN'T--WAIT, HE'S--

:UMPHH!:

WHOMP!

JEAN, TAKE CARE OF SCOTT--

I'LL TAKE CARE OF MORBIUS!

I THINK *NOT*, MY WINGED FOE--

FRAK!

MINE IS A DESTINY AS YET *UNFULFILLED*--

--ONE WHICH WON'T BE STOPPED --*BY THE LIKES OF YOU!*

WAK!

EH? ALL THREE MEN ARE *DOWN*, AND YET--

AHH... *THERE'S* THE KEY...

THE GIRL WITH THE UNCANNY *EYES*...

APPARENTLY I'VE *UNDER-ESTIMATED* YOU, MY DEAR!

NO MATTER. IN A MOMENT, I'LL--

YOU MAY HAVE *STUNNED* ME, MISTER--

--BUT YOU HAVEN'T PUT ME *OUT*--

--YOU'LL DO *NOTHING*, MORBIUS!

--NOT BY A *LONG* SHOT!

AHH... BUT *HAVEN'T* I, MY FRIEND?

THINK ON IT...I'M SURE YOU'LL *AGREE*...!

AS YOU'VE NO DOUBT *NOTICED*, I AM A *DESPERATE* MAN.

DESPERATION ADDS *STRENGTH* TO MY ALREADY POWERFUL GRIP...

...ENOUGH STRENGTH, I THINK, TO CRUSH *ANY* RESISTANCE... MY DARLING.

DON'T *LISTEN*, SCOTT...

OH, *DO* LISTEN, SCOTT... IF YOU EVER WISH TO HOLD HER IN YOUR ARMS *AGAIN*.

I'M NOT A MAN TO PLAY WITH *BLUFFS*...

...I *MEAN* WHAT I SAY.

SO DO *I*, MORBIUS.

...AND AS I TOLD YOU, I'M NOT *QUITE* FINISHED...

KYII!..

..SPTANG!!

...*NOT* QUITE AT *ALL*!

IT'S *ALL RIGHT*, JEAN...

IT'S OVER. IT'S *OVER*.

YOU *SAID* IT, MR. SUMMERS.

WE'VE GOT MORBIUS...BUT *NOW* HOW DO WE FIND *PROFESSOR JORGENSON*?

SLEEPING BEAUTY'LL BE OUT FOR *HOURS*!

QUIET, BOBBY. THERE *IS* A WAY... DANGEROUS, PERHAPS...BUT *EFFECTIVE*.

PROFESSOR X!

JEAN... BLANK YOUR THOUGHT.

I WANT YOU TO TRY TO CONNECT WITH MORBIUS...

THROUGH YOU, PERHAPS I CAN PROBE HIS SUB-CONSCIOUS...

...AND PERHAPS, WITH FORTUNE, DISCOVER... AH!

DO YOU SEE IT, JEAN?

YES, PROFESSOR ...THAT BUILDING...!

PRECISELY. WARREN, RETURN AT ONCE WITH MORBIUS...

THE REST OF YOU: COLLECT HANS AND FOLLOW AS QUICKLY AS YOU CAN...

...FOR I THINK, JUST PERHAPS, WE HAVE A CHANCE!

...SOMEBODY GET THE NUMBER OF THAT TRUCK.

CAN HARDLY OPEN MY EYES... BUT THE FEVER... THE CHILLS...

...GONE? WHO...?

MORBIUS!?!

YOU'RE A LUCKY YOUNG MAN, MY FRIEND.

...ANOTHER FEW MOMENTS, AND YOU WOULD HAVE BEEN A DEAD ONE.

MAYBE SOMEBODY'D BETTER EXPLAIN, OKAY...?

SPEAKING SOFTLY, PAUSING NOW AND AGAIN TO ELABORATE IN DETAIL, CHARLES XAVIER DESCRIBES THE EVENTS OF THE PAST FEW HOURS, AND WHEN HE IS DONE...

...SO THERE WAS SOMETHING IN THAT TOXIN OF MORBIUS'S BLOOD...

...SOMETHING THAT INTERACTED WITH MY OWN, ATTACKING MY ENTIRE SYSTEM...? GREAT.

HOWCUM I'M NOT SIX FEET UNDER...OR AM I?

THIS IS *HARDLY* PARADISE, MY FRIEND.

...THOUGH YOU WOULD HAVE *FOUND* IT, I THINK, IF CHARLES HADN'T LENT ME THE USE OF HIS *EQUIPMENT.*

WE *INNOCULATED* YOU WITH AN EXTRACT OF THE ORIGINAL ENZYME... A DIFFICULT PROCEDURE, BUT LUCKILY, *QUITE* EFFICIENT.

LOOKS LIKE I OWE YOU MY *LIFE,* PROFESSOR.

NOT HIM, SPIDER-MAN... *HER.*

SURE! WITHOUT *JEAN*... WELL HECK...

TRUE. IF SHE HADN'T FOUND ME...I WOULD NEVER HAVE PERFORMED THE NECESSARY *COMPUTATIONS* IN TIME...

APPARENTLY THE ACCOLADE IS *UNIVERSAL,* JEAN. I THINK--

DON'T, PROFESSOR!

AFTER ALL, I CAN'T *REALLY* THANK ANY OF *YOU* GUYS--

--BUT AS FOR THE LADY *JEAN*--

--I *CAN* THANK HER!

AND NOW THAT *THAT'S* DONE, I'VE GOTTA BE SAYING *G'BYE*--

CRACH!

--'CAUSE NOT ONLY AM I SLIGHTLY *ANTI-SOCIAL*--

--BUT IT'S ALREADY *HOURS* PAST MY *BEDTIME!*

WELL, SIR...I... SUPPOSE THAT TIES IT *UP,* DOESN'T IT?

I WONDER, JEAN... I TRULY *WONDER.*

NEXT: THE EYE OF THE BASILISK!

MARVEL TEAM UP
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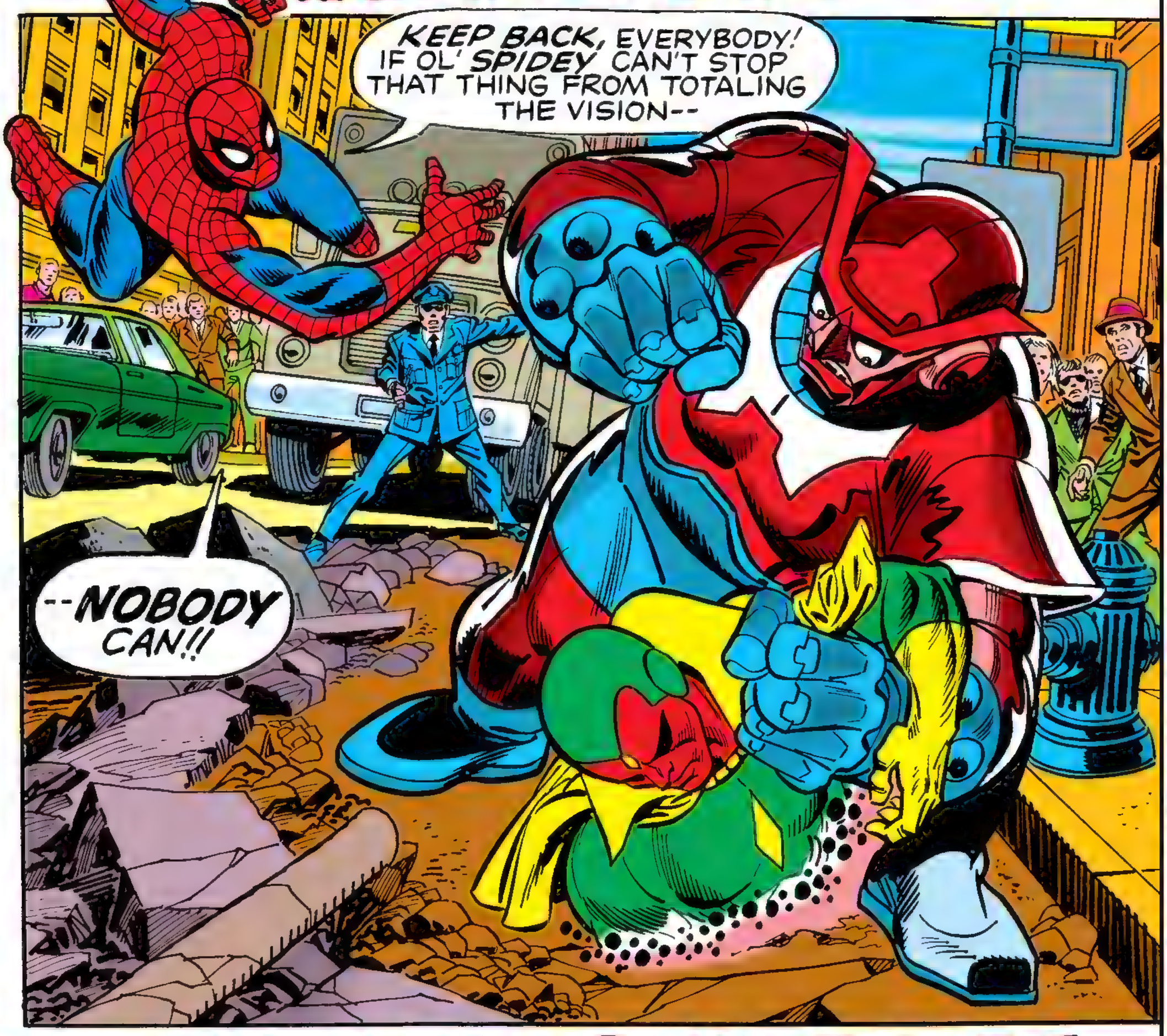
FEATURING

SPIDER-MAN AND THE VISION™



THE MENACE OF THE MONSTROID!

Stan Lee Presents: Spidey and the Vision Together!

THERE HAVE BEEN NIGHTS LIKE THIS ONE BEFORE-- WARM, HUMID EVENINGS WHEN IT'S AN EFFORT TO MOVE--

--NIGHTS WHEN SANE MEN LIE SLEEPING, THEIR ROOMS CAREFULLY COOLED BY THE DEVICES OF A LAUDED SCIENCE--!

BUT ON EVENINGS LIKE THIS SAME MEN FIND THEY CANNOT SLEEP--AND SO THEY TAKE TO THE STREETS--AND--SOMETIMES--THE ROOFS--

--AND WANDER WHERE THEIR QUESTING SOULS WILL.

HMM. LOOKS LIKE SPIDEY ISN'T THE ONLY INSOMNIAC OUT TONIGHT.

WONDER WHAT'S BUGGING HIM?

PARK PL.

A PASSION OF THE MIND!

10522

GERRY CONWAY script • GIL KANE art • MIKE ESPOSITO inks • JOHN COSTANZA letterer • ROY THOMAS editor

HEY--FROM THE WAY THAT GUY'S *WEAVING*, HE MUST BE SICK--

--OR *WORSE*.

UH-OH... HE'S *FALLING*...

...MAYBE I'D BETTER...

...OBOY.

MR. PARKER, EITHER THE HEAT'S AFFECTED YOUR *BRAIN*--

--OR THAT GUY JUST FELL *INTO* THE SIDEWALK!

I'VE PLAYED SUCKER FOR A LOT OF *GAGS* IN MY LIFE--

--BUT THIS HAS *GOT* TO BE THE BIGGEST--

WHOA, HOLD *ON*, A MINUTE, FELLA--

NOBODY CARRIES OFF A TRICK *THIS* WELL.

AND COME TO *THINK* OF IT-- THOUGH I'M NOT THE MOST *SOCIAL* COSTUMED CHARACTER IN THE WORLD--

--EVEN A *LONER* LIKE SPIDER-MAN HAS HEARD TALES OF--

--THE *VISION*!

SPIDER-MAN... HELP ME...

MY MIND... SOMETHING TWISTS INSIDE IT...

...SOMETHING SETS MY BRAIN... AFIRE.

BEFORE THE STUNNED WALL-CRAWLER'S LENS-HIDDEN EYES, THE ANDROID AVENGER KNOWN AS THE VISION SEEMS TO STRANGELY COALESCE...

THEN, HIS BODY SOLID ONCE MORE, HE STUMBLES FORWARD, HIS MOUTH OPENING AS THOUGH TO SPEAK, PERHAPS TO EXPLAIN...

--BUT IT IS AN EXPLANATION NOT FORTHCOMING.

HE'S BLACKED-OUT.

WELL, WEB-SLINGER...LOOKS LIKE YOU'VE GOT YOURSELF A BONA FIDE MYSTERY ON YOUR HANDS...

TERRIFIC.

SOON, IN A SHADOWED APARTMENT SOME SIXTY BLOCKS UPTOWN...

HARRY'S DOWN FOR THE NIGHT...

AT LEAST I DON'T HAVE TO WORRY ABOUT MY ROOM-MATE WANDERING IN...

...WHILE I'M TRYING TO FIGURE OUT JUST WHAT'S WRONG WITH MR. EXCITEMENT HERE.

WAIT... HE'S STIRRING. ABOUT TIME!

SPIDER-MAN! SO...IT WAS NOT A DREAM.

THAT DEPENDS, VISION.

YOU TELL ME YOUR VERSION...AND I'LL TELL YOU MINE.

MY FRIEND...IT IS NOT A TALE YOU'LL EASILY BELIEVE.

TRY ME.

THERE IS SO LITTLE TIME...THE ATTACKS COME SO FREQUENTLY NOW.

ATTACKS? WHAT KIND OF ATTACKS?

SEIZURES--EPILEPTIC SEIZURES--

WHAT?

AS I SAID, MY FRIEND--THE TIME IS SHORT--

--AND AS WE SPEAK--GROWS SHORTER STILL--:UNNNHH!:

VISION, TRY TO RELAX--DON'T LET YOURSELF GO TENSE.

I'M NO DOCTOR, BUT MAYBE WE CAN--

DOCTOR? WHAT USE CAN A HUMAN PHYSICIAN BE TO AN INHUMAN ANDROID?

--TO A DEVICE OF SYNTHETIC FLESH, WHO MAY CONTROL THE VERY DENSITY OF HIS MOLECULES AT WILL?

AND WHAT WOULD I TELL HIM, SPIDER-MAN?

THE CAUSE OF THIS PAIN--THIS BLINDING MADNESS--IS TOTALLY UNKNOWN TO ME--

I ONLY KNOW THAT IT COMES--

--AND IT GOES--

--AND RETURNS AGAIN--

--MORE MADDENING--MORE AGONIZING THAN THE TIME BEFORE!

EYES CLOSING IN A WINCE, THE VISION TWISTS BACKWARD--AND AS HE DOES--

--WE TAKE THIS OPPORTUNITY TO SEEK OUR ANSWERS ELSEWHERE, TURNING OUR ATTENTION EASTWARD, TO LONG ISLAND'S NORTH SHORE, WHERE IN A DARKENED LABORATORY--

--THE MAN KNOWN ONLY AS THE PUPPET MASTER LABORS IN BROODING SILENCE.

TIME AND AGAIN, HE GLANCES FROM HIS WORK TO ITS LIFESIZE MODEL--

--AND WHEN HE DOES, HIS LIPS CURL IN A NARROW SMILE--

--AND HE RESUMES HIS WORK, ONCE MORE.

ODD, HOW THE SIMPLEST DEVICES ARE SOMETIMES THE MOST--SATISFACTORY.

MY ENTIRE ADULT LIFE--SPENT IN CREATING PUPPETS--CONSTRUCTS DESIGNED TO ENFORCE MY WILL ON THE SOULS OF OTHERS--

--AND THIS, MY FINEST CREATION--WASTED ON AN EXOTIC, ALIEN DOLL--

IT HAS A CERTAIN IRONY.. YES, INDEED IT HAS.'

HIS THOUGHTS FLIT BACKWARD, THROUGH THE HOURS, THE DAYS, THE WEEKS TO THE MOMENT WHEN HE FIRST GLIMPSED THAT ALIEN ROBOT--

PLUNGING OUT OF THE MID-NIGHT HEAVENS, A GLEAMING CHROMALLOY SHADOW STREAKING TO THE SEA--

--AND DOWN!

FOOOSSH!

HE REMEMBERS HIS FRANTIC RUN THROUGH POUNDING WAVES-- THE ELECTRIC SHOCK OF THE COLD WATER AGAINST HIS BONEY LEGS--THE SENSE OF RELIEF WHEN HE REACHED THE SHIP'S SIDE--

--AND FOR THE FIRST TIME--LOOKED WITHIN.

DARK...WHATEVER LIGHTS THERE WERE INSIDE ARE GONE, NOW.

MUST BE ONE OF THE NEW SPACE PROBES... AND YET, SOMETHING ABOUT THE DESIGN OF THE MACHINE...

THEN, AS HE TRIED TO PEER INTO THE SHADOWED INTERIOR, THE MOON OVER HIS SHOULDER PASSED FROM BEHIND A CLOUD...

FOR ONE BRILLIANT MOMENT, THE INSIDE OF THE ALIEN CRAFT WAS SHARPLY ILLUMED--

--AND WHEN THE MOMENT WAS PAST--

--THE PUPPET MASTER BEGAN TO MOVE IN EARNEST.

FOR MONTHS I'VE HIDDEN IN THIS ACCURSED COTTAGE-- WAITING UNTIL THE PERFECT SCHEME PRESENTED ITSELF--

--A SCHEME WHICH WOULD GAIN ME SUITABLE REVENGE ON THOSE I HATE MOST IN THIS WORLD--

THE FANTASTIC FOUR!

EYES **WILD** WITH SOME INNER FIRE--THE FLAME OF GENIUS OR **MADNESS**, NONE MAY TRULY TELL--THE PUPPET MASTER SPEAKS A SOFT COMMAND, AND--

OPERATIONS CODE Δ164BNΞ- PROGRAM BEGINS 2100 EARTH HOURS.

IDENTIFICATION SIGNAL 7NH54... CODE NAME [BALLOX].

BALLOX, EH?

NOT A NAME TO **CONJURE** WITH.

I BELIEVE I SHALL CALL YOU MY... **MONSTROID!**

TAKE A GLANCE **AROUND** YOU, MY ALIEN FRIEND--

--IT WILL BE **OURS!**

LOOK **WELL** AT THE WORLD ON WHICH YOU STAND--FOR SOON, **VERY** SOON--

WHAT WE **SAW** HAPPENED SHORT HOURS AGO.

NOW, WE RETURN TO THE **PRESENT**--

--TO A SMALL BUT PRESTIGIOUS **JEWELERS** ON MANHATTAN'S FIFTH AVENUE, WHERE A WEARY PRIVATE **GUARD** COMPLETES THE THIRD OF HIS EVENING'S MANY TEDIOUS **ROUNDS**.

HE THINKS OF MANY THINGS, THIS MAN--OF THE CAR HE NEEDS A **LOAN** TO BUY, OF THE HOUSE IN ITS SECOND **MORTGAGE**--

--AND PERHAPS, NOW AND THEN, HE GLANCES WITH **AVARICE** AT THE GEMS SPARKLING AROUND HIM--BUT ONLY FOR A **MOMENT**.

THEN, A **SOUND**--

RRRUMBL

--AND THE **WORLD** CRASHES IN UPON HIM!

OH CRIPES! WHAT TH--

RUMBLE!

TWAK!

0299 HOURS... PRIMARY OPERATION TERMINATED.

PROCEED WITH NEW PROGRAM.

IN A *MOMENT*, MONSTROID--

JUST NOW, I PLAN TO *SAVOR* THIS MINOR TRIUMPH...

...FOR IT IS ONLY A *PRELUDE* TO THE GREATER GLORY... OF *REVENGE*.

BUT PERHAPS I SPEAK *HASTILY*--

APPARENTLY, THE CONSTABULARY HAS BEEN *NOTIFIED* OF OUR PRESENCE--

--AND ALREADY THEY ARRIVE TO MAKE OUR EXIT *DIFFICULT*.

PD

BALLOX, BY MY *COMMAND*--

REMOVE THEM!

PROGRAM UNDERSTOOD.

IT HAPPENS *QUICKLY*--

BEFORE THE STUNNED POLICEMEN CAN EVEN CRY OUT IN *PROTEST*--

--THE DEED IS BEGUN--

--AND *DONE*!

KRASH!

PROGRAM TERMINATED, ESTIMATED DURATION: 2.35901-SECONDS.

CAP'N-- CAP'N, WHAT *IS* THAT THING?

WHATEVER IT IS--BULLETS CAN'T *STOP* IT--

--AND I'VE GOT A FEELING-- *NOTHING WILL!*

ANSWERS? PARTLY-- FOR WHAT YOU'VE WITNESSED *IS* CONNECTED TO OUR HEROES' SEEMINGLY *PRIVATE* DILEMMA.

AND SPEAKING OF OUR HEROES...

...GONE. ALREADY THE SEIZURES SEEM TO BE A DISTANT *DREAM*. IF ONLY THEY *WERE*...

MY FRIEND, I NEED YOUR *AID*.

WHY NOT GO TO THE *AVENGERS*, VIZ?

I CANNOT...FOR REASONS OF MY *OWN*.*

OKAY, PAL--IF THAT'S THE WAY YOU *WANT* IT, THAT'S--

EH?

* SEE AVENGERS # 105 FOR DETAILS --R.

"OH, *GREAT*-- SOUNDS LIKE MR. OSBORN'S READY FOR A MIDNIGHT *SNACK*.

"VISION-- WE'VE GOT *PROBLEMS!*"

HEY, PETE-- S'AT *YOU*, OLD BUDDY?

Y' GONNA HAFTA LEARN TO KEEP IT *QUIET* WHILE HARRY'S CATCHIN' HIS *BEAUTY SLEEP*...

...NOT THAT IT WOULD'VE DONE ANY *GOOD*... IT'S SO *HOT* IN HERE...

PETE?

FUNNY... I THOUGHT I HEARD HIM *TALKING*...

...GUESS IT MUST'VE BEEN A DREAM.

PERHAPS, HARRY-- BUT AT TIMES, A DREAM MAY HAVE SHAPE--

--SHAPE AND FORM--

--FORM, IF NOT WEIGHT-- AS IN THE CASE OF A CERTAIN CRIMSON ANDROID--

--WHOSE BODY MAY BECOME LIGHT AS MIST--

--AND SO, IN A FASHION, TAKE FLIGHT.

SLOW FLIGHT--BUT FLIGHT, NONETHELESS.

A HOSPITAL, SPIDER-MAN?

SUCH INSTITUTIONS ARE FOR LIVING CREATURES--

--SURELY NOT FOR THE VISION.

YOU'D BE SURPRISED, SPEEDY.

SLIP DOWN AND LET ME IN, WILLYA?

AND FOR THE VISION--

BOOM

--THE THOUGHT IS THE DEED!

YOU'RE A HANDY GUY TO KNOW, VISION. THANKS.

NOW LET'S SEE WHAT A MAJOR IN PHYSICS CAN DO FOR YOUR AVERAGE ANDROID

MOMENTS LATER, AFTER DELICATE CONNECTIONS HAVE BEEN MADE--

KEEP STILL, HANDSOME.

THIS ISN'T THE MOST RELIABLE JURY-RIGGING I EVER WIRED TOGETHER.

AN ELECTRO-ENCEPHALOGRAM AND COMPUTER-PROBE IN ONE PACKAGE--NEAT TRICK, HUH?

LET'S JUST HOPE IT WORKS!

BINGO.

LOOKS LIKE WE HIT THE *JACKPOT*, VISION. THE ONLY PROBLEM IS--

--I CAN'T FIGURE IT *OUT!*

ACCORDING TO THIS GRAPH -- YOU'VE GOT *TWO* SETS OF *BRAIN-WAVES.*

TWO? I'M AFRAID I DON'T *UNDERSTAND.*

MISTER, NEITHER DO *I!*

THE ONLY WAY IT COULD *POSSIBLY* MAKE ANY SENSE--

VISION! WHAT'S *WRONG--?*

THE SEIZURE! IT'S STARTING-- *AGAIN--!*

IS THE SITUATION CLEAR, AT LAST? OR MUST *FURTHER* HINTS BE SUPPLIED, IN THE FORM OF YET ANOTHER *TRANSI-TION...*

THERE, MONSTROID--THE *BAXTER BUILDING--*

--HOME OF THE ACCURSED TEAM OF *ADVENTURERS,* THE FANTASTIC FOUR!

TAKE ME THERE, MONSTROID.

USE THE STAR-SPAWNED POWERS WHICH DISPATCHED THOSE ANNOYING *POLICE--*

-- AND WILL DISPATCH MY HATED *ENEMIES* AS WELL!

:CLICK!: ATTENTION, INTRUDERS--THIS IS REED RICHARDS--

BLLT WHHRRRRRRRRR

RRRR

A RECORDED ALARM SYSTEM! MAGNIFICENT!

UNLESS YOU ABANDON THE ROOF-AREA AT ONCE, THIS AUTOMATED SECURITY LASER WILL FIRE A WIDE-ANGLE DISPERSED BEAM--

MONSTROID: PROTECT!

DEFENSE PROGRAM BEGINS--

NOW!

CRACK!

WHOMP!

DEFENSE MANEUVER COMPLETED.

COMMENCE ADDITIONAL INSTRUCTIONS.

INSIDE, BALLOX--

--AND BE WARY OF *FUTURE* SECURITY DEVICES.

RICHARDS IS A *CAREFUL* MAN--HE PLANS FOR *EVERY* CONTINGENCY.

FSSS SSSSSS!

SCREEP!

EVERY CONTINGENCY, IT WOULD SEEM, SAVE *ONE.*

APPARENTLY OUR HOSTS ARE *ELSEWHERE* AT THE MOMENT--

HOW *KIND* OF THEM TO MAKE US SO HANDSOMELY *WELCOME.*

EH?

THAT DEVICE ON THE FAR *WALL*--

BALLOX-- WHY DOES IT *VIBRATE* SO?

INITIAL ANALYSIS INDICATES PROXIMITY ALARM.

DESIRED COURSE OF ACTION?

"COURSE OF ACTION?"

DESTROY IT, YOU FOOL! *DESTROY* IT!

DEVICE IS CLASS 484-B RADAR-ACTIVATED SYSTEM.

PROJECTED ASSAULT APPROACH--

TYPE 12 LASER PROBE.

ASSAULT EFFECTED-- **NOW.**

BRAKKK!

WELL DONE, BALLOX. YOU'RE AN *ADMIRABLE* SERVANT-- IF NOT AN ENLIGHTENING *CONVERSATIONALIST.*

AH, BUT THERE'S LITTLE TIME FOR *TALK*--

WE MUST MAKE *READY* FOR OUR COMING GUESTS.

YES-- WE MUST BE *VERY* READY, INDEED!

--THE *BAXTER* BUILDING, MY FRIEND? ARE YOU *CERTAIN* THAT DEVICE OF YOURS LEADS US HERE?

DEAD CERTAIN, VIZ.

MAYBE ONE OF REED RICHARDS' CRAZY *MACHINES* HAS GONE HAYWIRE---

SOMETHING MUST BE RESPONSIBLE FOR THAT ODD *BROADCAST FREQUENCY*--

--THE FREQUENCY THAT'S BEEN ACTING LIKE A SECOND *BRAIN-WAVE* IN YOUR ANDROID SKULL--

--CAUSING THESE NUTTY EPILEPTIC FITS YOU'VE BEEN HAVING FOR THE PAST *NINE HOURS!*

SPIDER-MAN... I ONLY PRAY YOU'RE RIGHT!

MISTER, I *KNOW* I'M RIGHT!

AHH, BALLOX... IT APPEARS WE SHALL HAVE VISITORS SOMEWHAT *PREMATURELY.*

WHATEVER THEIR PURPOSE IN COMING HERE, THEY WILL PROVIDE AN EXCELLENT OPPORTUNITY FOR US TO TEST OUR *FORTIFICATIONS...*

...AND THE FORTIFICATIONS, MY *ALIEN FRIEND...*

...ARE YOU!

SEVERAL RELATED EVENTS OCCUR QUICKLY IN THE NEXT THREE SECONDS--

FIRST, A SUDDEN ERUPTION--

KRASH!

SPIDER-MAN-- MY BRAIN--MY BRAIN, ON FIRE--!

THEN, A MOMENTARY PAUSE-- A SHOUTED, FUTILE WARNING--

VISION, LOOK OUT!

--AND FINALLY--

FWOOSH!

LIKE A CONFUSED CHILD, THE ROBOT STANDS MOTIONLESS, STUNNED BY THE EVIDENCE OF ITS SENSES--

THEN, SILENT, HIDDEN CIRCUITS HUM--

--AND ULTIMATELY, DECIDE.

UH-OH, HERO--

LOOKS LIKE TROUBLE--

GUESS HANDSOME HERE FIGURES THE VISION'S ONLY AN ILLUSION--

--AND SINCE ILLUSIONS AREN'T MUCH OF A THREAT--

--OL' SPIDEY'S GONNA HAVE HIS HANDS FULL!

BUT IF BRIGHT EYES THINKS I'M GOING TO MAKE IT EASY FOR HIM--

--HE'S GOT ANOTHER THINK COMING!

UMPHH. BITE YOUR TONGUE, WEB-HEAD--

THAK!

--SOMETHING TELLS ME IT'S GONNA BE A LOONNNNG NIGHT!

ONE THING *BOTHERS* ME THOUGH--

--MUCH AS I LIKE A NICE HEALTHY BOUT OF *ROWDINESS*--

--I'LL BE *FREAKED* IF I CAN UNDERSTAND WHY WE'RE *FIGHTING!*

WHAT'S *WITH* REED RICHARDS, ANYWAY?

THIS ISN'T *LIKE* HIM--

--UNLESS IT'S JUST HIS CRAZY WAY OF SAYIN' *HELLO!*

FACE IT, SPIDEY--

WHAM!

--*SOME* PEOPLE ARE JUST PLAIN *ANTI-SOCIAL!*

BUT, AS ONE OF OUR PROTAGONISTS PONDERS THE PURPOSE OF THE BATTLE, YET ANOTHER SUFFERS THE GRIM EFFECTS --

YET--IS IT AN EFFECT OF THE BATTLE--

--*OR IS IT SOMETHING FAR, FAR MORE?*

MY BRAIN--FILLED WITH FADING MEMORIES-- TWISTED IMAGES FROM SOME OTHER SOUL--

IT DRIVES ME MAD!

THE PRESSURE-- SO GREAT-- SO OVERWHELMING--

INTERIM ATTACK REPORT 1:

SUBJECT SHOWS AGILITY AND STRENGTH. ESTIMATED BATTLE DURATION:

3.9003 SECONDS.

WELL WHADDYA *KNOW?*

IT WALKS-- IT *TALKS*--IT MAKES FUNNY *JOKES!*

OF COURSE-- I WOULDN'T WANT YOU TO TAKE IT *PERSONALLY,* FELLA--!

*AND THEN THE CHATTER **STOPS**--*

*--AS, WITH A SUDDEN, UNEXPECTED **JERK**--*

*--THE MASKED ADVENTURER **UPSETS** HIS TOWERING ASSAILANT!*

CRUMP!

YOU *KNOW* SOMETHING, SHELL-SKULL?

I'M REALLY GOING TO HATE MYSELF FOR *DOING* THIS--

--BUT I'VE GOT NO *CHOICE*--

NO CHOICE AT ALL!

KRUNCH!

LINES OF COINCIDENCE: THEY WEAVE A COMPLEX PATTERN THAT, AT LAST, MUST COME CLEAR--

I DON'T KNOW WHO YOU ARE, MY FRIEND-- OR WHAT YOU'RE GIBBERING ABOUT--

--BUT AT THE VERY LEAST, YOU ARE AN IRRITATING INTER-FERENCE--

SMAK!

--AND MUST BE DISPATCHED--

-- SO THAT MY TRUE WORK MAY PROCEED!

IN THAT INSTANT BETWEEN CONSCIOUSNESS AND UNCONSCIOUSNESS, SOMETHING OPENS IN THE VISION'S MIND--AND WITH GROWING COMPREHENSION, HE BLINKS AT THE SOFTLY-SPEAKING PUPPET MASTER--

-- AND SLOWLY, PAINFULLY-- BEGINS TO RISE...

OBOY.

I'D HOPED THAT STOMPING WOULD SLOW HAPPY-BOY DOWN A BIT--

--BUT I GUESS THAT WAS JUST ANOTHER CASE OF WISHFUL-THINKING--

IF ANYTHING, IT'S JUST MADE HIM ANGRIER--

--IF ROBOTS GET ANGRY, THAT IS!

AND IF THEY DON'T--

--SOMEBODY BETTER TELL HIM!

BLAK!

LOGISTICS REPORT A: ALL SENSORY RECEIVERS INOPERATIVE.

OVERLOAD LEVEL CRITICAL... SYSTEMS LEVEL BEYOND OPERATIONAL PARAMETERS...

...MUST DISCHARGE EXCESS POWER SUB-CHARGE IMMEDIATELY.

DISCHARGE PROCEDURE COMMENCING... AT ONCE.

ZZZZZZZZ

EEEEEEYYYAAH!

ZZZZZZ

TWO BRAINS: ONE, INCASED IN SYNTHETIC FLESH.

THE OTHER, IN GLISTENING STEEL.

ONE, THE TRANSPOSED THOUGHT-PATTERN OF A MAN LONG DEAD.

THE OTHER, A MINDLESS MONSTROID: A PUPPET--

-- CONTROLLED THROUGH A PUPPET--

--UNTIL NOW.

URK!

TINK!

SLOWLY, THE ALIEN MEMORIES BEGIN TO FADE--

--AND WITH THEM FADES THE ALMOST-CRIPPLING MINDLINK--AND ONCE MORE, THE VISION--IS FREE.

WHILE, ON THE ROOF ABOVE, NO LONGER INFLUENCED BY THE PUPPET MASTER'S WILL--

--A GIANT WAVERS--SWAYS--AND FINALLY--

--FALLS.

VISION! YOU'RE OKAY?

WHAT HAPPENED JUST NOW, PAL?

A MIRACLE--OF SORTS.

IT APPEARS THAT CONSTRUCT AND I FUNCTIONED ON THE SAME MENTAL FREQUENCY--

WHENEVER IT WAS ACTIVATED--

--IT JAMMED YOUR MIND. OKAY, WE KNEW SOMETHING LIKE THAT--

BUT WHAT--?

I LEARNED THAT WHEN OUR MINDS WERE JOINED--LINKED BY OUR COMMON BRAINWAVE PATTERN.

THE CREATURE WAS A SKRULL SCOUT--AN EXPERIMENTAL MODEL USED DURING THE KREE-SKRULL WAR--

--WHICH, I ASSURE YOU, IS QUITE ANOTHER TALE.*

* ONE TOLD IN AVENGERS #89-97. --ROY.

WAIT ONE MINUTE, VISION--

YOU HAVEN'T TOLD ME WHY YOU WERE OUT WANDERING BY YOURSELF WHEN THIS WHOLE THING GOT STARTED!

A PRIVATE MATTER, SPIDER-MAN...

...SOMETHING BETWEEN THE AVENGERS AND MYSELF. SOMEDAY I'LL TELL YOU, MY FRIEND...

SOMEDAY, WE'LL TALK.

AND THEN HE'S GONE--AND THE NIGHT CLOSES IN, ONCE MORE.

-FINIS-

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FEATURING

SPIDER-MAN AND THE THING

HAH! I WIN OUR LITTLE BET, PUPPET MASTER!

MY MIGHTY ANDROID IS HURLING THE THING TO HIS DOOM!

SO MY VICTIM DIES FIRST!

NOT SO, THINKER!

SPIDER-MAN WILL HIT THOSE DEADLY SPIKES BEFORE HIM!

DEATH-TRAPS OF THE DEADLY DUO!

Stan Lee PRESENTS: SPIDEY AND THE THING --TOGETHER!

...AS THOSE WHO WILL NOT SEE!

DARKNESS, THE FAINTEST HINT OF MOONLIGHT--AND IN THE SHADOWS OF THIS RUBBLE-STREWN LAB--

--MOVEMENT--

--AND A HARSH, SNARLING VOICE!

HOLD IT RIGHT THERE, PAL!

I WANNA HAVE A WORD WITH YOU!

11212

GERRY CONWAY, SCRIPTER * GIL KANE ARTIST * MIKE ESPOSITO, INKER * JEAN IZZO, LETTERER * ROY THOMAS, EDITOR

YOU MAY NOT *KNOW IT,* WEB-HEAD-- BUT THERE'S A BLASTED *LAW* AGAINST *TRESPASSIN'!--*

--AND CONSIDERIN' THAT OUR LANDLORD AIN'T TOSSED US OUT *YET*-- THIS PLACE *STILL* BELONGS TO THE *FANTASTIC FOUR--*

--AN', PAL, THAT'S A *PRIVATE CLUB!*

PLEASE, BEN... PERHAPS IF YOU GAVE HIM A CHANCE TO *EXPLAIN...*

LET *ME* HANDLE THIS, ALICIA.

YOU JUST KEEP BACK WHERE YA WON'T GET *HURT,* OKAY?

NOW... YOU GOT AN *EXPLANATION,* WALL-CRAWLER... SPIT IT *OUT.*

THANKS A *BUNCH,* THING.

IF YOU'LL STEP A LITTLE *CLOSER,* THINGS MIGHT GET CLEARER ONCE I INTRODUCE...

...A GUY CALLED... *THE PUPPET MASTER!*

Y'KNOW SOMETHING, SPIDEY THINGS ARE CLEARER *ALREADY..*

--AN' I GOT A FEELING THEY'RE GONNA GET EVEN CLEARER *YET--*

--ONCE CURLY AN' ME HAVE OURSELVES A LITTLE *TALK!*

C'MON, GOLDILOCKS-- *WAKE UP--*

--THERE'S A MAN WHO WANTS TA *SPEAK* TA YA--

NOW!

WHA-WHA'S WRONG-- WHA'S HAPPE--

URRRK!

HIYA, BRIGHT EYES. HOWYA *BEEN?*

LOOKS LIKE HE'S GLAD TO *SEE* YOU, THING.

YEAH-- ME'N HIM'VE BEEN BUDDIES SINCE *WAY BACK*--

RIGHT, BUDDY?

SPIDER-MAN-- *PLEASE*-- DON'T LET HIM HURT ME-- DON'T LET HIM-- *URP!*

CAN YA *BEAT* THAT?

HE'S SO SCARED HE'S GOT THE *HIC-CUPS!*

BEN, WHAT *IS* IT? WHAT'S GOING ON?

IS ANYTHING *WRONG?* WAIT-- THAT *VOICE*--

I KNOW THAT VOICE!

WHOA, LITTLE LADY! YOU'VE GOT YOUR *WIRES* CROSSED.

THAT'S THE GUY NAMED THE *PUPPET MASTER*-- HE ALMOST BEAT THE *VISION* AND ME TO A STAND-STILL*--

*LAST ISSUE. --ROY.

TAKE MY *WORD* FOR IT-- HE'S NOT THE KINDA GUY *YOU'D* RUN ACROSS.

BUT I *DO* KNOW HIM-- I'M *SURE* OF IT--

WHEN YOU'RE-- *BLIND*-- YOU LEARN TO RECOGNIZE FOOTSTEPS-- *VOICES*--

--ESPECIALLY THE VOICE-- *OF YOUR FATHER!*

SOON, AFTER SEVERAL HALTING *EXPLANATIONS*...

...YOUR *STEP-FATHER,* HUH?

LOOK, I'M *SORRY* IF I--

PLEASE, *DON'T* BE.

I *KNOW* HE'S DONE WRONG-- THAT HE'S LEARNED TO CONTROL *MINDS*--

BUT THAT DOESN'T *MATTER*--

-- I *LOVE* HIM-- JUST AS I LOVE *BEN.*

I *DO.*

FOR A MOMENT, THERE'S A THOUGHTFUL *SILENCE*--

THEN--

AH-- *YEAH.*

YOU FOLKS ARE GONNA HAVE TO *EXCUSE* US A MINUTE.

ME AN' MR. CLEAN WANNA BE *ALONE--*

--'CAUSE I GOT A FEW *QUESTIONS* I WANNA *ASK* HIM--

--*PRIVATELY.*

I GUESS YOU AND THE THING HAVE KNOWN EACH OTHER A *LONG TIME,* HUH?

EVER SINCE MY FATHER-- *STEP-* FATHER-- FIRST LEARNED TO CONTROL PEOPLE WITH *RADIOACTIVE CLAY--!*

BEN'S BEEN SO GENTLE... SO *KIND...*

YEAH. HE'S A REGULAR *PUSSYCAT.*

WHUMP!

WHAT WAS *THAT?*

A WHOLE *MOUTHFUL* OF YUKS.

A REAL *LAUGH-RIOT,* WEB-HEAD.

JUST THE PUSSYCAT-- HAVING A LITTLE *FUN.*

FIND OUT WHAT YOU WANTED TO *KNOW,* BLUE EYES?

BETTER *BELIEVE* IT, SPIDEY--

OF COURSE-- I *DID* HAVE TO GET A BIT *ROUGH--*

--BUT IT WUZ FOR A WORTHY *CAUSE.*

THERE'S A CHANCE-- JUST A *SMALL* ONE-- THAT ALICIA'S BLINDNESS AIN'T *PERMANENT--*

--AND MISTER-- THAT'S WHAT I JUST *FOUND OUT!*

AND NOW THE MOMENTS PASS QUICKLY--

--AS, LESS THAN TWENTY MINUTES LATER, THE SLEEK FANTASTI-CAR CUTS THROUGH A TWILIT SKY--

--TOWARD THE WESTERN HILLS OF PENNSYLVANIA--

--AND A CONFRONTATION WITH DESTINY!

YOU MIGHT AS WELL TELL US, TOO, BRIGHT EYES.

I HAVEN'T EXACTLY COME ALONG FOR THE JOY OF IT, Y'KNOW.

THEN I WONDER WHY YOU HAVE COME ALONG.

-- IF NOT FOR THE JOY OF SEEING MY TOTAL-- AGONIZED DEFEAT.

"IT'S A DEFEAT WHICH BEGAN SEVERAL YEARS AGO, NEAR A TOWN CALLED WATERSHED LAKE--!

"I WAS A YOUNGER MAN, ALMOST IDEALISTIC. TOGETHER WITH MY CLOSEST FRIEND, A COLLEAGUE FROM UNIVERSITY DAYS, I WORKED TO DISCOVER THE SO-CALLED BUILDING BLOCKS OF LIFE.

"IT WAS A QUEST THAT WENT ASTRAY--

"--FOR THERE WAS MORE INVOLVED THAN MY MERE FRIENDSHIP FOR JACOB REISS--

"--THERE WAS THE MATTER OF HIS WIFE AND CHILD--

"--AND THE JEALOUSY WHICH FILLED ME WHEN I THOUGHT OF HIM-- RECEIVING HER LOVE--

"--A LOVE WHICH I WANTED-- BUT COULD NEVER HOPE TO HAVE!"

"THE PAIN GREW--AND GREW. THEY NEVER KNEW WHAT THOSE EVENINGS AT DINNER COST ME--

"THEY NEVER KNEW THAT A BURNING RESOLVE HAD CAUGHT FIRE IN MY BREAST--

"--A RESOLVE TO DESTROY WHAT JACOB AND I BUILT TOGETHER-- FOR IN MY FRUSTRATION, I COULD THINK OF NO OTHER WAY OUT--!"

"AND ONE NIGHT, WHEN I'D PLANNED TO BE ALONE AT OUR LAB--

"--IT HAPPENED.

"HE'D SEEN A LIGHT FROM THE ROAD BELOW-- HE WAS CONCERNED THAT SOMETHING WAS WRONG--

"--BUT WHEN HE SAW WHAT I WAS DOING, HE AT LAST UNDERSTOOD--

"--AND I STRUCK HIM!"

"AGAIN-- AND AGAIN-- AND AGAIN!"

"WE STRUGGLED IN THE DARKNESS, WHILE BEHIND US, THE VATS CONTAINING OUR PRECIOUS **RADIOACTIVE CLAY** CONTINUED TO BUBBLE AND BOIL, BUILDING TO CRITICAL **MASS.**

"FINALLY, I PUSHED HIM BACK--HIS HEAD HIT A JUTTING RAIL--

"--AND IT WAS DONE."

"CAN YOU BELIEVE THAT I NEVER MEANT IT TO **HAPPEN** THE WAY IT DID?

"HOW COULD I HAVE KNOWN THAT HIS WIFE AND CHILD WOULD CHOOSE **THAT** MOMENT TO LEAVE THEIR CAR TO STEP--

"--DIRECTLY INTO THE **BLAST!**"

"SOMEHOW, I SURVIVED.

"THE MOTHER WAS UNINJURED, THOUGH **UNCONSCIOUS**...

"AS I STOOD WATCHING, TREMBLING WITH GUILT AND **SELF-DISGUST,** THE YOUNG GIRL OPENED HER EYES... STARED **UP** AT ME...

"...STARED... **UNSEEING.**"

"IT WAS THE CLAY... THE RADIOACTIVE **CLAY.**

"I SWORE I'D **UNDO** WHAT I'D DONE... BUT EVEN THEN, I **KNEW**...

"...I NEVER **WOULD.**"

THE MOTHER NEVER *KNEW* HOW JACOB DIED. SHE ACCEPTED MY PROFESSED LOVE, AND, KNOWING THE CHILD NEEDED A FATHER,,, SHE *MARRIED* ME A YEAR LATER,,,

LORD, HOW I *LABORED* TO REFORMULATE THE PRECISE MIXTURE OF CLAY AND *ISOTOPE*...

,,,SEVERAL TIMES, I CAME *CLOSE*...

,,,BUT WHEN THE CHILD'S MOTHER *DIED* SOMETHING,,, *TWISTED* INSIDE ME.

I DISCOVERED THAT PUPPETS FORMED FROM CERTAIN CLAY MIXTURES COULD *CONTROL* THE MINDS OF THEIR REAL-LIFE *COUNTERPARTS*...

ALICIA, YOU *MUST* FORGIVE ME...

,,,I LOVED YOU THEN,,, AND I LOVE YOU *STILL*...

,,,BUT I'VE ALWAYS BEEN A *WEAK* MAN...

,,,A TERRIBLY,,, TERRIBLY *WEAK* MAN...

NO ONE *ANSWERS*.

FOR THE MAN CALLED ONLY *THE PUPPET MASTER*,,, THE TIME FOR APOLOGIES,,, IS *PAST*.

SO *NOW* WHAT DO WE DO, BENJAMIN?

OR HAVEN'T YOU *THOUGHT* THAT FAR?

WE TAKE US A LITTLE *WALK*, WEB-HEAD,,, TO CURLY'S OLD *LAB*...

TH-THE *LAB*...?

BUT,,, I'M NOT SURE I CAN *FIND* IT,,,

IT'S BEEN SO LONG,,, AND THE LAB,,, ALMOST TOTALLY *DESTROYED*! YOU CAN'T EXPECT,,,

WHAT'D YOU SAY, PAL?

AH... *NOTHING*... NOTHING AT ALL...

SAY, DO YOU THINK IT'S *SAFE* LEAVING ALICIA ALONE IN THE *FANTASTI-CAR?*

AFTER ALL, WHAT DO WE *KNOW* ABOUT THIS PLACE, ANYWAY...?

THIS IS *PENNSYLVANIA,* YA BABOON.

NOTHIN' EVER HAPPENS IN--

ME 'N MY *BIG MOUTH!*

WHAT THE HECK IS *THAT?*

BETTER BACK OFF, THING! *WHATEVER* IT IS--

--IT'S GOT MY *SPIDER-SENSE* TINGLING LIKE *MAD!*

HEY-- *NOW* WHAT--?

BEFORE EITHER HERO CAN UTTER A WORD, A PULSING BEAM LICKS FROM A RISING TRANSMITTER--

--A BEAM WHICH THE PUPPET MASTER KNOWINGLY AVOIDS--

CRASH!

--BUT WHICH CATCHES CERTAIN OTHER MEMBERS OF THE SMALL GROUP SOMEWHAT OFF-GUARD!

ZLAK!

--EVEN THE WALL-CRAWLING SPIDER-MAN!

AS THE STUNNED HEROES REEL BACK, THEIR PRISONER DIVES FORWARD--

--INTO THE GAPING APERTURE--

--WHICH SLIDES SOUNDLESSLY SHUT A MOMENT LATER--

--AND THE GLADE IS STILL, ONCE MORE.

FROM OUT OF THE DEPTHS INTO WHICH HE'S FALLEN, A VOICE SUMMONS THE DAZED SPIDER-MAN--

--DRAWING HIM BACK TO REALITY--

--THE REALITY OF A RAGING THING!

'BOUT TIME YOU WOKE UP.

YOU'VE BEEN A BIG HELP, WALL-CRAWLER ...A REAL BIG HELP!

I LOVE YOU TOO, BENJY.

BUT ALL THIS BOUNDLESS AFFECTION ISN'T GOING TO GET US ANYWHERE--

--SO WHAT SAY WE STOP SNARLING AT EACH OTHER, AND GET DOWN TO CASES?

UNLESS I'M MISTAKEN, THAT TRANSMITTER APPEARED ABOUT HERE-- WHICH MEANS--

I'M READIN' YA, SMART MAN.

BACK OFF--

--IT'S CLOBBERIN' TIME!

WHUMP!

CAN YA BEAT THAT?

THERE'S A WHOLE LAB DOWN THERE!

YOU NOTICED THAT, DID YOU, BENJAMIN?

'COURSE, BRIGHT EYES DIDN'T EXACTLY TELL US THE *TRUTH*, DID HE?

FROM THE WAY HE LED US STRAIGHT *TO* THIS PLACE, HE KNEW WHAT TO *EXPECT*..

--WHICH DOESN'T MAKE ME *HAPPY*--

--NOT *HAPPY AT ALL!*

KRAK

REMIND ME NEVER TO MAKE YOU *MAD*, THING.

I DON'T THINK I'D *SURVIVE*.

AFTER A BRIEF CONSULTATION, THE TWO ARRIVE AT A HASTY DECISION...

YOU TAKE THE *NORTH* PASSAGE, AND I'LL TAKE THE *SOUTH*.

WHOEVER FINDS THE PUPPET MASTER HOLDS HIM TILL THE OTHER *ARRIVES*.

OKAY, THING?

YEAH, *SURE*.

GOOD HUNTIN', WEB-HEAD... AND BE *CAREFUL*.

BEN'S AN ALL RIGHT GUY. MAYBE I'VE *MISJUDGED* HIM... AND THE REST OF THE *FANTASTIC FOUR*.

I SUPPOSE THAT'S WHY I'VE COME ALONG-- TO SEE HOW FAR I CAN *TRUST* A MAN LIKE BEN GRIMM--

--AND LEARN HOW FAR *HE* TRUSTS *ME*!

AND, AS OUR FRIENDLY NEIGHBORHOOD SPIDER-MAN MUSES ON HIDDEN MOTIVES, WHAT SAY WE SHIFT TO A ROOM ELSE-WHERE IN THIS UNDERGROUND COMPLEX, WHERE A SOMEWHAT MORE ACTIVE CONFRONTATION OCCURS--

--BUT I HAD TO LEAD THEM HERE-- THERE WAS NO OTHER CHOICE!

SURELY, YOU DON'T THINK I WANTED THEM TO DISCOVER OUR RETREAT--

--NOT AFTER ALL OUR EFFORTS TO KEEP IT SECRET FROM THE WORLD!

FRANKLY, MY FRIEND-- I DON'T KNOW WHAT TO BELIEVE.

I WAS SUSPICIOUS WHEN YOU FIRST OFFERED ME THIS PLOT OF LAND-- AND SHOWED ME THE REMAINS OF A DEMOLISHED LAB--

--BUT I CALCULATED THE RISKS INVOLVED-- AND THOUGHT THEM SMALL--

YET IN THIS CASE, IT APPEARS I HAVE.

I'M DISAPPOINTED, MY FRIEND.

NO, NO-- YOU HAVEN'T MADE A MISTAKE! DON'T YOU SEE-- THIS IS THE CHANCE OF A LIFETIME!

TWO OF THE WORLD'S MOST POWERFUL ADVENTURERS-- YOURS TO STUDY-- IF YOU HAVE THE STRENGTH TO CAPTURE THEM,

DECIDE, THINKER... EVEN NOW, THEY APPROACH.

--AND, MY FRIEND, IN THINGS LIKE THAT--

--THE MAD THINKER NEVER ERRS!

YOU CAN WATCH THEM ON YOUR MONITOR SCREENS-- OR YOU CAN ATTACK--

"--OR IF YOU WISH-- YOU CAN DO BOTH!"

OUR WALL-CRAWLING HERO DOESN'T HEAR THE PUPPET MASTER'S SILKY SPEECH--

--NOR DOES HE SEE THE MAD THINKER SLOWLY, THOUGHTFULLY NOD--

--RATHER, HE BECOMES AWARE OF THEIR TALK IN QUITE ANOTHER WAY--

--BY ITS SUDDEN AND STARTLING EFFECT ON THE BALANCE OF HIS SENSES!

MY SPIDER-SENSE-- TINGLING--SHIVERING ALL OVER ME!

WHAT'S HAPPENING-- WHAT'S WRONG--?

OH, NO-- NO!

--I'M FALLING--

--FALLING--

--AND HEAVEN HELP ME-- I CAN'T STOP!

THE WALLS-- GIVING OFF SOME SORT OF SUPERSLICK OIL--

--MY HANDS WON'T STICK-- CAN'T GET A GRIP--

MEANWHILE, HALF A MILE AWAY--

--THE MAN NAMED BENJAMIN J. GRIMM IS ABOUT TO ENTER HIS OWN UNEXPECTED DEATH TRAP--

--A TRAP WHOSE JAWS SNAP SHUT--

--NOW!

HHMMM

CLICK!

HUH? WUT-WUZZAT?

SOMEBODY'S NOT TOO BRIGHT!

WHANG!

OTHERWISE THEY WOULD'A KNOWN-- NOBODY LOCKS UP THE THING--

NOBODY!

UH... 'LESS I LET 'EM, OF COURSE.

MUST BE MADE OUTTA SOME SORTA REINFORCED TITANIUM ALLOY-- NEVER FELT ANYTHING LIKE IT--

ALMOST BUSTED MY SKULL INSTEAD'A THE BLASTED DOOR!

GUESS I MIGHT AS WELL LOOK FOR A BACK EXIT-- ;UNNNNHH!;

THE AIR.. WHAT HAPPENED TO THE AIR?

THE ANSWER COMES IN A SOFT, CEASE-LESS WHINE--

--THE WHISTLE OF AN IMPLODING VACUUM--

--AND A CACKLE OF MORBID JOY.

LOOK AT HIM, MASTERS --THE FABLED THING--

--TRAPPED LIKE A SCURRYING *RAT.*

BUT WHAT'S *THIS,* MY FRIEND? A YOUNG *GIRL...?*

MY *STEP-DAUGHTER.*

SHE'S *INNOCENT* OF ALL THIS, THINKER.

IS SHE NOW? THEN PERHAPS SHE NEEDS *PROTECTION...*

...A DUTY MY ANDROID SLAVE WILL PERFORM... MOST COMPETENTLY.

THEY LAUGH, THESE DARK-SOULED MEN...

...BUT THEY MAKE THEIR JESTS UNEASILY...

...FOR THEIR WORLD IS NOT A FRIENDLY ONE...

...FILLED, AS IT IS, WITH BLAND BETRAYALS... AND SYMBOLS OF SELF-CONTEMPT.

ONE SUCH SYMBOL: TREACHERY--SUCH AS THE TREACHERY SHOWN THE YOUTHFUL SPIDER-MAN, WHO EVEN NOW STRUGGLES FOR A LIFE HE'S SO VERY CLOSE TO LOSING!

ONLY ONE CHANCE TO BREAK MY *MOMENTUM--*

I'VE GOT TO CURL MYSELF INTO A *BALL--* TRY TO *REBOUND* OFF THE SIDES OF THIS CRAZY *SHAFT--*

PTUNG!

--AND MAYBE--

PTING

--JUST *MAYBE--*

--I CAN USE THAT BOUNCE TO *BRAKE* MYSELF--

PCHUNG

BEFORE--

IT'S--

TOO--

WHUNK

LATE!

I DID IT!

THESE LAST TEN FEET--THE WALLS ARE *DRY--* AT LAST, I CAN GET A *GRIP!*

AND FROM THE LOOK OF THOSE *SPIKES--* JUST IN *TIME,* TOO!

I'VE GOT TO HAND IT TO THE PUPPET MASTER--THIS IS QUITE A TRAP.

--ASSUMING HE BUILT IT ALONE--WHICH SOMEHOW I DOUBT!

QUIETLY, HE MOVES FORWARD...

...AND IN THE DISTANCE, HE HEARS THE SOUND OF MUTED VOICES...

...AND FINDS ONE VOICE... FAMILIAR.

AT THAT MOMENT, ON THE SHORE ABOVE, A LONE FIGURE STANDS SHIVERING IN THE OCTOBER WIND...

...LISTENING FOR A SOUND...ANY SOUND... THAT WILL HERALD HER FRIENDS' RETURN...

...AND SUDDENLY... SHE HEARS IT...

BEN...?

IS THAT YOU?

THERE'S NO ANSWER... ONLY THE SAME, PONDEROUS TREAD, SO LIKE THE WALK OF THE MAN SHE LOVES...

...A TREAD SHE FINALLY RECOGNIZES AS ALIEN... AND IN THAT INSTANT...

...SHE SCREAMS!

EEEEEE EEEEEEE

THINKER--WHAT IS IT? WHY IS SHE SCREAMING THAT WAY?

WHY IS SHE SCREAMING?

APPARENTLY MY ANDROID FRIGHTENS HER.

A MOST AMUSING REACTION.

YOU MUST STOP HIM AT ONCE, THINKER--!

YOU MUST NNNHH!

SMAK!

QUIET, YOU SNIVELING FOOL.

NO ONE ORDERS THE THE MAD THINKER, DO YOU HEAR? NO ONE!

YES, THINKER... I HEAR.

I HEAR ...VERY CLEARLY...

...VERY CLEARLY INDEED!

...IT'S NO USE... I CAN'T DO IT...

I'M AFRAID... I'M TOO AFRAID!

BONK!

SORRY 'BOUT BUTTING IN LIKE THAT, P.M.

...BUT IT LOOKED LIKE YOU NEEDED A LITTLE ENCOURAGE-MENT... KNOW WHAT I MEAN?

SPIDER-MAN!

YOU EXPECTED SARGENT SHRIVER?

HEY--YOU LOOK ALL SHOOK UP, BRIGHT EYES. WHAT'S WRONG-- AN ATTACK OF DELAYED CONSCIENCE?

ALICIA?

IS ANYONE *THERE?* PLEASE-- PLEASE, WON'T YOU *ANSWER?*

BEN? IS IT *YOU?*

DARLING, *PLEASE*-- SAY SOMETHING!

I'LL BE WIT YA IN A *SECOND,* ALICIA.

I GOT A LITTLE SOMETHING TO ATTEND TO *FIRST*--

AND BABY, *IT AIN'T GONNA TAKE ME LONG!*

BUHKOW!

THUMP!

FRRRK!

THEN AGAIN, ON THE *OTHER* HAND...

...IT *MIGHT* JUST TAKE A BIT LONGER THAN I *THOUGHT.*

BUT YOU JUST STAY RIGHT WHERE YOU *ARE*, ALICIA-HONEY...

...'CAUSE OLD BLUE-EYED BENJAMIN HAS GOT THINGS WELL IN *HAND*...

...IN A MANNER'A *SPEAKING*, OF COURSE!

WHUMP!

SPLASH!

FOR TEN LONG SECONDS, THE ONCE-PLACID LAKE SWELLS IN VIOLENT **TURMOIL**...AND THEN...

GURP!

...AND THEN THE WATERS ARE **STILL**, ONCE MORE.

WELL, WHADDAYA *KNOW...*

LOOKS LIKE THAT BLAMED ANDROID NEEDED *WATER-WINGS.*

IT'S ALMOST ENUFF TO MAKE ME *CRY...*

ALMOST.

HEY, *BENJAMIN!* I CAME AS QUICKLY AS I *COULD*--BUT I GUESS THAT WASN'T QUITE FAST *ENOUGH!*

HOW'D YOU BEAT ME *TO* IT, BUDDY? LAST I SAW ON THE THINKER'S *VIEW-SCREEN--*

THE *THINKER,* HUH? FIGURED IT WAS SOMEBODY LIKE *HIM.*

HE MUST'A THOUGHT LOCKIN' ME UP LIKE THAT WOULD PUT ME OUTTA *COMMISSION--* ESPECIALLY WHEN I RAN OUTTA *AIR.*

HE FERGOT ONE SMALL *THING,* THOUGH-- BEN GRIMM'S WHATYA-CALL *STUBBORN..*

--AND I LEARNED A LONG *TIME* AGO-- IF YA HIT SOMETHIN' LONG ENUFF-- IT'S GONNA *BREAK--* NO MATTER *WHAT* IT'S MADE OF!

AFTER THAT, SOMETHING TOLD ME *ALICIA--*

HUH?

BADOOM!

THE *TUNNEL--* IT *BLEW UP!*

YA *NOTICED* THAT, DID YA, WEB-HEAD?

--AN' ONE OF 'EM MUST'VE GOTTEN *FREE.*

BUT THE *THINKER--* AND THE *PUPPET MASTER--* I LEFT THEM BOTH TIED UP--

WHICH DOESN'T EXPLAIN *WHY--*

I-I THINK *I* UNDERSTAND, BEN.

ALL THESE YEARS, MY STEP-FATHER LIVED WITH HIS GUILT BURIED *INSIDE* HIM... *TWISTING* HIM.

...PERHAPS HE DISCOVERED HE COULDN'T LIVE THAT WAY *ANY LONGER...*

...AND THIS WAS HIS WAY OF SAYING HOW *SORRY* HE WAS...

...MORE SORRY... THAN WE CAN EVER TRULY *KNOW...*OR EVEN *UNDERSTAND.*

FINIS

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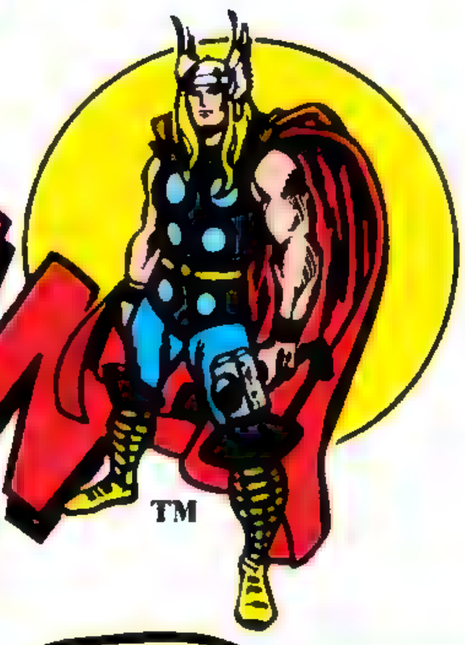
MARVEL TEAM-UP™

FEATURING

SPIDER-MAN™ AND THE MIGHTY THOR®



TWO WORLDS TO CONQUER!

Stan Lee PRESENTS: SPIDEY AND THOR --TOGETHER!™

A HITCH IN TIME!

THERE'RE A THOUSAND THINGS WE COULD SAY ABOUT THIS SYMBOLIC SPLASH-- BUT WE FIGURE, WHY WASTE TIME?

'CAUSE, PILGRIM, TIME IS ONE COMMODITY OUR HARRIED HEROES ARE DESPERATELY SHORT OF!

FOR THEM--AND MAYBE THE ENTIRE WORLD-- TIME IS RUNNING OUT!

1166 2

GERRY CONWAY	ROSS ANDRU	JIM MOONEY	ARTIE SIMEK	ROY THOMAS
SCRIPTER	ARTIST	INKER	LETTERER	EDITOR

TIME: THE MOMENT FROM NOW TO THEN--THE INSTANT BETWEEN PAST AND PRESENT, PRESENT AND FUTURE.

JACK'S ACE CUFF

SAUNDERS

TIME: FOR PETER PARKER, STAFF PHOTOGRAPHER FOR THE CELEBRATED DAILY BUGLE, IT'S A MIXING OF THOUGHT AND ACTION.

TIME: THE MOMENT IT TAKES TO CROSS A STREET, TO WALK DOWN A LITTERED PATH... AND BY DOING SO... ENTER ANOTHER WORLD!

EEEEEEEEEEEEEEEEEEEE

A SCREAM-- A GIRL'S SCREAM!

WHAT--?

HELP ME--PLEASE, SOMEONE PLEASE HELP ME!

YOU SHOULDN'TA SCREAMED, LADY.

ALL WE WANTED WUZ YER DOUGH-- BUT NOW--

TIME: A MOMENT TO SLIP FROM RESTRAINING SHOES--

--TO THROW ONESELF FORWARD, USING CERTAIN UNIQUE POWERS TO GRIP THE SURFACE OF AN ALLEY WALL--

WHONK!

--AND FINALLY--TO CONNECT--

HARD!

NEXT TIME YOU'LL TREAT A WOMAN WITH RESPECT, CHUCKLES.

CHIVALRY MAY BE COMATOSE--

--BUT IT'S NOT DEAD-- YET!

MAYBE IT ISN'T, BIG MOUTH--

--BUT YOU SURE ARE!

FRED--GRAB HIS ARMS! WE GOTTA--

FORGET IT, PAL!

HAVEN'T YOU NOTICED?

IT'S 'WAY PAST YOUR BEDTIME!

KRUNCH!

YOU WERE LUCKY THIS TIME, PARKER...THERE WASN'T ENOUGH LIGHT FOR THEM TO SEE YOUR FEET...

...AND THE COSTUME YOU HAVEN'T HAD A CHANCE TO TAKE OFF...

...THE COSTUME WHICH IDENTIFIES YOU AS... SPIDER-MAN!

WELL, DON'T GET A CRAMP PATTING YOUR OWN BACK, HANDSOME.

THERE'S STILL THE MATTER OF AN HYSTERICAL GIRL TO TAKE CARE OF-- HUH?

I DON'T BELIEVE IT!

SAY, MISS--

HEY, *WAIT* A MINUTE, WILL YOU?

MAYBE YOU DIDN'T *HEAR* ME, MISS.

I ASKED YOU TO *WAIT UP.*

IN CASE YOU'VE FORGOTTEN-- THOSE MEN WERE *ATTACKING* YOU.

I-I *KNOW* THAT-- BUT *PLEASE--*

I DON'T-- WANT TO GET *INVOLVED.*

YEAH... *SURE,* LADY...

...DON'T *WORRY* ABOUT IT...

...I KNOW EXACTLY WHAT YOU *MEAN.*

METHINKS THOU DOST SUFFER *TOO WELL,* YOUTH.

THERE BE AN *ENJOYMENT* OF SORTS IN PAIN OF THAT KIND...A *HUMAN* ENJOYMENT.

SELF-PITY, IS IT NOT?

YOU! WHAT IN HECK ARE *YOU* DOING HERE?

THE NOBLE *THOR* DOTH MOVE WHERE HE DOTH *PLEASE,* YOUTH.

YET METHINKS THOU DOST SPEAK TOO *FAMILIAR...* TO A *GOD.*

NOW I KNOW WHAT PEOPLE *SEE* IN YOU, THUNDER GOD.

YOUR OVERWHELMING HUMILITY AND *CHARM.*

MY APOLOGIES, YOUTH.

I SEE THY DISTRESS DOTH INDEED RUN DEEP.

YOU PICK UP FAST, DON'T YOU, PAL?

A WORD OF ADVICE, MY FRIEND--

--MANY THINGS ARE WORTH SUCH ANGER--

--AND MANY MORE ARE NOT.

KNOW SOME-THING, THOR?

YOU'D WRITE A GREAT FORTUNE COOKIE.

EASY, LAD--MY PATIENCE IS NOT UNLIMITED.

NEITHER IS MINE, BRIGHT-EYES, AND I'VE JUST ABOUT-- WAIT!

THE SKY--

SOMETHING'S HAPPENING TO THE SKY!

BY ODIN'S SILVER MANE--

--I HAVE SEEN THAT EFFECT BEFORE!

GET THEE INSIDE THE SWING OF MY MYSTIC HAMMER, YOUTH--

--FOR IN TRUTH, IT COULD MEAN-- THY LIFE!

WHAT'S GOING ON, THUNDER GOD?

EVERYTHING'S GOTTEN DARK-- MISTY GRAY--

'TIS A RESULT OF THE VORTEX, LAD.

IT DOTH PROTECT US FROM THE WORLD BEYOND--

--AND WHATEVER CHANGE DOTH THERE OCCUR!

WHAT'RE YOU TALKING ABOUT, THOR?

SO THE SKY GOT A LITTLE DARK. SMOG DOES THINGS LIKE THAT, IT DOESN'T--

OBOY.

LOOK THUNDER GOD...LOOK.

EVERYTHING'S BEEN REVERSED.

THE STARS ARE LIKE CRYSTALS OF COAL-- THE SKY, WHITE-- CHALK WHITE!

'TIS NOT THE ONLY WONDER, YOUTH...

...LOOK ABOUT THEE... VERILY, THE WORLD HATH GONE INSANE!

'TIS AS THOUGH THE WHEELS OF TIME HAVE STOPPED...

...AND SOME MAD TINKERER HATH DOUSED THE VERY LIGHT OF REALITY!

IF YOU MEAN EVERYTHING'S GONE *NEGATIVE*, BLONDIE... I CAN'T *ARGUE* WITH YOU.

I FEAR I MUST *LEAVE* THEE, LAD--

--FOR I SENSE *DANGER* APPROACHING --AND MUST FACE IT *ALONE.*

NUTS TO *THAT,* FRIEND.

WE'RE *BOTH* IN THIS--DON'T FORGET, MY SPIDER-SENSE *WARNED* US SOMETHING WAS *WRONG.*

-OOPS- -- THERE I GO BEING *ABRUPT* AGAIN.

FROM THE LOOK ON YOUR *FACE*, I GUESS THIS IS SOMETHING OF A *SHOCK.*

WELL, I'M-- *HOLD IT!*

WE'VE GOT *VISITORS.*

AND UNLESS I'M A *LOUSY* JUDGE OF CHARACTER--

--I'VE GOT A SNEAKY FEELING THAT SOMEHOW THEY'RE *BEHIND* ALL THIS.

UH-OH! THEY'VE *SPOTTED* US, HANDSOME.

YOU HIT 'EM *HIGH*--

--AND I'LL HIT 'EM *LOW.*

BELIEVE ME--WE'LL BE A SMASH IN *PENSACOLA.*

THOUGH IT ALL DOTH MOVE TOO *QUICKLY*-- I DO *TRUST* THINE INTUITION, YOUTH.

THESE BE FACES *FAMILIAR*--YEA, FACES I DO *KNOW!*

TERRIFIC.
WHEN YOU GET A CHANCE, THOR OLD BOY-- *INTRODUCE* US.
MEANWHILE, AS A BUDDY OF MINE SAYS... *IT'S CLOBBERIN' TIME!*
FIRST MUST I BE *CERTAIN*, SPIDER-MAN...!
ZOK!
THESE ARMORED DEMONS DO STIR NIGH-BURIED *MEMORIES*... OF A WAR *EONS* REMOVED...
...AND OF A VICIOUS TROLL NAMED *KRYLLK*... THE *CRUEL!*
THEN YOU *DO* REMEMBER ME, THUNDER GOD!
GOOD! FOR I WANT YOU TO *KNOW* ME--
--WHEN YOU *DIE!*
NICE *FRIEND*, THOR.
UMP! *FRISKY* DEVILS, AREN'T THEY?
YEAH... WELL. YOU *WIN* SOME...
:*UNNNH!*:
...AND YOU *LOSE* SOME!

...BUT NOT *THIS* TIME, SWEETUMS.

HEY, THUNDER GOD...WHAT *GIVES* HERE, ANYWAY?

WAK!

I MEAN--

--I'M FOR FUN'N' GAMES AS MUCH AS THE *NEXT* GUY--

--BUT *NOT* WITHOUT A *REASON!*

GLANCE *AROUND* THEE FOR THY REASON, MORTAL.

THOUGH I KNOW NOT THE *MECHANISM* --I SENSE THIS DEED BE *KRYLLK'S* DOING!

YOUR SENSES SPEAK *TRUE*, ASGARDIAN.

YET 'TIS NOT *EARTH* WHICH IS THE GOAL OF MY *AMBITION*...

...BUT ASGARD... *NOBLE* ASGARD!

EARTH IS BUT A COSMIC *PAWN*...A STEPPING-STONE TO THE *ULTIMATE* CONQUEST!

AS FOR THE *HOW* OF THIS "MIRACLE"--

--BEHOLD THE DARK CRYSTAL!

'TIS THIS WHICH CONTROLS THE FATE OF WORLDS --WHICH DAMS THE STREAM OF TIME!

LOOK DEEP, BLONDHAIR-- FOR IN ITS FIRE WILL YOU SEE THE LONG-AWAITED DESTRUCTION OF ASGARD!

I SAY THEE NAY, TROLL!

NOT WHILE THE SON OF ODIN LIVES SHALL ASGARD FALL!

FACE ME, KRYLLK-- AND MEET THY--

BY THE STARS!

WHAT MADNESS IS THIS? THEY VANISH IN OUR VERY GRASP--LIKE WISPS OF FADING SMOKE!

HUH?

WELL, *THAT* WAS QUICK.

WHAT HAPPENED TO LAUGHING BOY AND THE SEVEN *DWARFS*, THOR?

FOR THAT MATTER-- WHO *WERE* THEY, ANYHOW?

AGES AGO KRYLLK DID TRY TO *INVADE* ASGARD FROM THE SOIL BENEATH OUR FEET--

ALMOST, HE DID *SUCCEED*-- BUT IN THE END, THE CREATURE MADE A DEADLY *MISTAKE*--AND SO WAS *DEFEATED* BY THE ALL-FATHER HIMSELF!

SO WHAT DO WE DO *NOW*, GOLDI-LOCKS?

WE DO *TRAVEL*, MY FRIEND-- *NORTH* TO--

--*AVENGERS HEADQUARTERS!*

NICE *TRY*, THUNDER GOD... BUT IT LOOKS LIKE YOUR BUDDIES ARE AS *STIFF* AS THE *REST* OF THE WORLD!

Y'KNOW--IT'S KINDA *WEIRD*, SEEING EVERY-ONE LIKE A *MIRROR IMAGE*-- EVEN *IRON MAN*-- REALLY *WEIRD*.

WE WON'T BE GETTING MUCH HELP FROM *THEM*.

NAY, NOT FROM *THEM*-- BUT PERHAPS, FROM THEIR *MACHINES*.

WE DO NEED TO *TRACE* FOUL KRYLLK--AND WITH THE AID OF *THOSE* MONITORS--

YEAH. I CATCH YOUR *MEANING*, BUDDY!

MOVE OVER. THIS IS *MY* GAME.

UMM. GOT ONE SMALL *PROBLEM*, THOR.

ALL THE CIRCUITRY'S *REVERSED*, LIKE EVERY-THING ELSE. I'LL HAVE TO DO SOME FANCY *REWIRING*--

--AND ONLY *PRAY* IT WORKS!

SOON, POWERED BY THE MYSTIC ENERGY OF THOR'S MIGHTY HAMMER, THE DELICATE EQUIPMENT BEGINS TO HUM--

--AN EERIE ECHO OF REALITY IN THE MIDST OF THE AWESOME SILENCE.

IT DOTH SEEM THOU HAST LOCATED A COSMIC SHADOW--

--THE TRAIL LEFT BY KRYLLK'S BOLD ESCAPE. BUT THAT ARCANE GLOW--

MUST BE THE RESIDUE OF YOUR PAL'S DARK CRYSTAL.

YEA--AND IT DOTH PASS THROUGH BLESSED ASGARD --AND BEYOND.

I DARE NOT TOUCH THAT LAND, MY FRIEND-- FOR ODIN HATH EXILED HIS ONLY SON.

PERHAPS THOU--?

DO IT, HERO.

STEEL THYSELF, YOUTH-- FOR WHEN NEXT THY EYES OPEN--

--I'LL BE ON ASGARD.

JUST SPIN THAT MAGIC HAMMER, FROGGY!

A BRAVE LAD, THAT SPIDER-MAN.

THOSE WHO SPEAK ILL OF HIM DO TRULY LIE--

--FOR E'EN THOR DOTH ENVY HIM HIS COURAGE--

--AND DOTH PRAY HIS OWN DOTH NE'ER FAIL!

AND NOW-- TO THE END OF THAT MYSTIC TRAIL, TO KRYLLK'S VERY LAIR!

--FOR THERE SHALL I MEET-- MY DESTINY!

ACROSS A SPAN OF TEN MILLION MILES TWO TORNADOES SPIN--

--ONE, TOWARD A DISTANT, LONELY ASTEROID--

--THE OTHER, TO FABLED ASGARD--

--AND THE STRANGEST BATTLE OF ALL!

FAR OUT!

THINGS HERE ARE JUST LIKE THEY WERE ON EARTH. TIME'S STOPPED --FROZEN IN THE INSTANT BETWEEN SECONDS--!

EVERYONE-- EVERYTHING-- CUT OFF FROM THE REAL WORLD--

OR--IS IT JUST ME AND THOR-- CUT OFF FROM THEM?

WATCH IT, HERO--YOU'RE GETTING A BIT TOO META-PHYSICAL FOR COMFORT!

STILL--I WISH I COULD *UNDERSTAND* WHAT'S GOING ON--

--HOW THIS GUY KRYLLK SNAGGED A HITCH IN *TIME*--

--AND EVEN *MORE* IMPORTANT--

WHY!

*PERHAPS THE ANSWER'S **ELSEWHERE**, WEB-SLINGER...*

*...ON A PLANETOID ORBITING SOME-WHERE NEAR **JUPITER**...*

*...A COLD AND **FORBODING** PLACE... EVEN FOR THE MIGHTY **GOD OF THUNDER!***

'TIS MOST PASSING *STRANGE!*

THIS ROCK BE TOO *SMALL* TO TRAP E'EN THE *THINNEST* ATMOSPHERE--

--AND YET--I DO HEAR THE PULSE OF *HEAVY MACHINERY*--

NAY--NOT *HEAR*--

--*FEEL*-- IN THE GROUND BENEATH MY *FEET!*

SO! THEREIN LIES THE HIDDEN *SECRET*--

--FOR THE THREAT BE NOT *UPON* THIS BARREN ASTEROID--

WHONK!

--*BUT WITHIN IT!*

KRYLLK!

PREPARE THYSELF FOR *BATTLE*, MONSTER--

--THOR DOTH CALL THEE *TO* IT!

THOR

*B*UT BEFORE THE SON OF ODIN CAN STRIDE ONE STEP *FORWARD*--

--A VERITABLE LIVING *WAVE* ENGULFS HIM--

--DOWNS HIM--

--UNTIL, WITH ONE MIGHTY *SURGE*--

--THOR *BREAKS FREE!*

WHAK

BUNK

DEMON, DOST THOU THINK THYSELF *BEYOND* MY WRATH?

KNOW THEN THE FULL *EXTENT* OF THY FOLLY! KNOW THAT-- *UNNHHH!*

ZATT!

IMPUDENT *PUP!* DIDST THOU BELIEVE I'D BE *UNPROTECTED?*

THE CRYSTAL PROTECTS *ALL* WHO STAND WITHIN ITS RAYS--YEA, AND MORE THAN *THIS* DOES IT DO--

--FOR ON THAT DAY WHEN FIRST I *FOUND* THE DEVICE, IN A CAVERN *BENEATH* THY HALLOWED ASGARD--

"--IT *'TOLD'* ME THINGS NO MAN OR GOD HAD EVER *DREAMED--*

IN MY *MIND,* IT EXPLAINED THE *MYSTERIES* OF THE UNIVERSE!

THOSE MYSTERIES ARE MYSTERIES *NO LONGER,* THUNDER GOD--

THEY ARE MERELY COMPLEX *WEAPONS--*

--WEAPONS TO BE USED AGAINST THAT MOST *HATED* OF ARROGANT GODLINGS--

--THE FOUL FEUDAL *LORD* OF ASGARD-- WHO STOLE BOTH LAND AND LIFE FROM MY TROLL *BRETHREN--*

--THE GOD NAMED *WODEN--*

--CALLED *ODIN--* OF *ASGARD!*

AND SPEAKING OF ASGARD--

YEP...THAT'S "KRYLLK AND COMPANY."

JUST MY LUCK, TOO...

...THOR'S PICKED HIMSELF THE EASY ASSIGNMENT... COOLING HIS HEELS ON SOME ICE-COVERED BOULDER WHILE I'M STUCK WITH ROPING IN THE BADDIES!

WELL, THAT'S THE BREAKS, HERO--

--YOU MIGHT AS WELL PLAY 'EM AS THEY LAY!

CRACK!

EYES FRONT, FREAKS!

THUNK!

IT'S TIME FOR "BEAT THAT TROLL"--

SNAK

--AND GUESS WHO THE BAD GUYS ARE!?

GOOD GUESS, BUMPKINS!

POKO!

DESTROY HIM!

IN THE NAME OF THE DARK CRYSTAL--

DIE!

WHOOPS!

NOW IS THAT FRIENDLY, SON?

JUST WHEN WE WERE GETTING REAL CLOSE--

--YOU HAD TO GO AND BE ANTI-SOCIAL--

WHITTTT!

--WHICH JUST MAKES EVERYONE UNHAPPY--RIGHT?

RIGHT!

I'M NOT GETTING ANYWHERE THIS WAY. THAT CREEP KRYLLK HASN'T EVEN NOTICED ME--

--WHICH IS A SITUATION I THINK I'M ABOUT TO RECTIFY!

'SCUZE ME, FELLAS--

--BUT YOUR BOSS-MAN AND I HAVE A LITTLE *BUSINESS* TOGETHER--

--AND IT'S NOT THE SORT OF THING YOU CAN KEEP *WAITING!*

WHAT'S *WITH* YOU, UGLY.? I'M USED TO BEING *IGNORED* --BUT THIS IS *RIDICULOUS!*

STILL NOT *ANSWERING,* HM.?

OH-KAY! LET'S SEE IF YOU PLAY *STRONG AND SILENT* ONCE I'VE--

HUH?

AND AT THAT VERY INSTANT, A MILLION MILES AWAY--

AAAARRH!

MY CHEST-- MY CHEST!

BY HELA'S BLACK *BLADE*-- WHAT NEW TRICKERY IS *THIS.?*

NAY--'TIS *NO* TRICKERY--!

KRYLLK DOTH *FALL* --STRUCK BY SOME *INTERNAL* BLOW--

--AND SO RECEIVES AN *EXTERNAL* ONE, AS WELL!

BUT BEFORE THE ASGARDIAN'S FIST CAN CONNECT--

--THE WORLD SEEMS TO SHUDDER--

--AND THE CREATURE CALLED KRYLLK IS--

GONE!

HIS MEN--THE DARK CRYSTAL--ALL, ALL BE *VANISHED!*

BE I *MAD?* HATH SANITY FLED--AND LEFT ME BEREFT OF SOUL AND SENSES *ALIKE?*

NOT *QUITE,* MY PUZZLED FRIEND--

--THOUGH IF KRYLLK HAD *CONTINUED* TO TAMPER WITH THE TIME CONTINUUM--

--THAT WOULD HAVE BEEN THE VERY *LEAST* OF YOUR PROBLEMS!

OD'S *BLOOD!* I KNOW THEE! ART NOT THOU--

--*THE WATCHER!**

THAT'S WHAT HE *CALLS* HIMSELF, PAL.

HE SAYS THAT CRYSTAL GISMO IS *HIS*--

--AYE, AND *STOLEN* BY THIS KRYLLK CREATURE.

BY USING IT TO *FREEZE* THE SPACE TIME CONTINUUM, HE CREATED A TEMPORAL *ECHO*--

*C'MON, *EVERYBODY* KNOWS *HIM!* --ROY.

--AN ECHO WHICH TOUCHED FIRST ON *EARTH*--AND THEN ON *ASGARD*--

--ORIGINATING ONLY *HERE.* APPARENTLY, KRYLLK INTENDED TO *DESTROY* ASGARD WHILE ITS GODS STOOD *OUTSIDE* THE FLOW OF TIME--

--AND TO THIS END, HE FROZE EARTH AS *WELL*--

--FEARING THAT ITS HEROES MIGHT SOMEHOW *PROTECT* THE THREATENED ASGARDIANS!

LUCKY HE MISSED *US,* RIGHT, GOLDI-LOCKS?

AH--BUT WAS IT ONLY *LUCK,* MY FRIEND?

A QUESTION TO *PONDER* THUNDER GOD--ON YOUR JOURNEY *HOME.*

FAREWELL!

*AND WHEN ALL TRACE OF THE TROLLS HAS BEEN *REMOVED,* THE WATCHER PAUSES...AND YES, *PONDERS.*

*WAS IT *LUCK* WHICH INVOLVED SPIDER-MAN AND THOR...?

*OR WAS IT... AS IT ALWAYS *MUST* BE... SOMETHING MORE? PERHAPS.

PERHAPS.

THE END!

MARVEL TEAM-UP

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN AND THE CAT™

ENTER: THE MURDEROUSLY MAGNIFICENT GAL THEY CALL MAN-KILLER!

KEEP YOUR COOL, CAT-LADY! THE OLE WALL-CRAWLER COMETH!

NO WAY, MAN!

IF YOU BUTT YOUR WAY INTO THIS GRUDGE MATCH--

--WE'LL BOTH MOP UP THE FLOOR WITH YOU!!

Stan Lee presents: SPIDEY and the CAT--TOGETHER!

"THE MAN-KILLER MOVES AT MIDNIGHT!"

THERE'S A CERTAIN *FEELING* ABOUT MANHATTAN AT NIGHT--A MIXING OF SUBTLE *TENSIONS* AS REVEALING AS A CRIMINAL'S *FINGERPRINT.*

TO THE *NIGHT* PEOPLE--PEOPLE SUCH AS THE WALL-CRAWLING *SPIDER-MAN*--IT'S A GREY, BROODING *CONSTANT* IN THE BACK-GROUND OF THEIR LIVES...

CLICK!

--BUT WHEN THAT CONSTANT *CHANGES*--WHEN SOME-THING ALIEN ADDS A *NEW* TENSION--

--IT'S A SIGNAL OF *DANGER!*

MY *SPIDER-SENSE*--IT'S *TINGLING!* SOMETHING'S WRONG--*WAY* WRONG!

GERRY CONWAY
SCRIPTER

JIM MOONEY
ARTIST

LETTERER: CHARLOTTE JETTER
COLORIST: STAN GOLDBERG

ROY THOMAS
EDITOR

IRV FORBUSH
PEACEMAKER

NO GOOD-- HE *KNOWS* I'M HERE!

I'VE GOT TO MOVE *QUICKLY*-- TRY TO CATCH HIM WHILE HE'S STILL *OFF-GUARD*--

NOW!

WHA--?

NICE *TRY*, FRIEND-- I DON'T KNOW HOW YOU *DID* IT, BUT YOU *ALMOST* GOT ME--

--- AND *BELIEVE* ME, BUSTER--

--YOU'RE NOT GOING TO GET A CHANCE TO TRY IT *AGAIN*--

CHINK

I *PROMISE* YOU!

THE STRONG *SILENT* TYPE, HUH? DON'T *BET* ON IT, PAL--

--YOU'VE GOT SOME *QUESTIONS* TO ANSWER, AND YOU'RE GOING TO... *WAITAMINUTE!*

YOU'RE A GIRL!

CORRECTION, SPIDER-MAN--I'M A WOMAN!

--AND I'M NOT JUST ANY WOMAN-- --I'M THE CAT!

THAK!

MY HEAD'S SPINNING-- THAT LADY REALLY PACKS A WALLOP.

BUT I'VE GOT TO GET CONTROL OF MYSELF-- SNAG SOMETHING WITH MY WEBBING--

A TENSE MOMENT--TWO-- AND THEN THE SEARCHING STRANDS SEEM TO GROPE ONE EXTRA INCH--

--CONNECT-- AND HOLD!

SWITT

--OTHERWISE IT'S BYE-BYE, SPIDEY-- GOOD-BYE!

NOW CAN WE TALK, SPIDER-MAN?

OR MUST I DO STILL MORE TO PROVE MYSELF?

PROVE YOURSELF? LADY, I DON'T EVEN KNOW WHO YOU ARE--!

WOULD YOU HAVE BELIEVED ME IF I'D SIMPLY TOLD YOU? I KNOW MEN, SPIDER-MAN--

--AND THE IDEA OF A WOMAN WITH POWERS LIKE MINE--WELL, YOU WOULD'VE BEEN JUST A LITTLE SKEPTICAL.

MAYBE I WOULD HAVE, AT THAT. I'LL SAY THIS--

I'M NOT SKEPTICAL NOW.

--WITH THIS? SORRY, LADY--BUT I'VE HAD MY SHARE OF CRAZY POLITICIANS! *

'SIDES--DIDN'T THIS HAPPEN IN CHICAGO?

POLITICIAN SLAIN BY MILITANTS!

THOUSANDS WATCHED IN HORROR AS MAYOR SAMUELS MET DEATH AT THE HAND OF

GOOD-- 'CAUSE I NEED YOUR HELP--

*AS READERS OF THE CURRENT SPIDER MAN ARE WELL AWARE!--ROY.

TRUE--THAT'S WHERE I BECAME INVOLVED. BUT NOW SHE'S IN NEW YORK--AND WE'VE GOT TO FIND HER--STOP HER--BEFORE SHE MOVES AGAIN!

"SHE?"

KATRINA LUISIA VAN HORN--

THE MAN-KILLER!

"IT STARTED A WEEK AGO--DURING A STREET RALLY FOR MAYOR SAMUELS. I'D BEEN FOLLOWING THE OLD MAN'S CAMPAIGN--

"--IN CASE YOU DIDN'T KNOW--- SAMUELS WAS VIOLENTLY ANTI-WOMEN'S LIB--

"--OR AT LEAST HE **WAS**, UNTIL SOMEONE'S SPINNING **BLADE** MOWED HIM DOWN--

"**A** STAB OF **INTUITION** MADE ME GLANCE **UPWARD**-- IN TIME TO CATCH A SHAFT OF **SUNLIGHT** GLINTING OFF METAL ON THE ROOFTOP ACROSS FROM ME.

"--AND WITHOUT ANOTHER **THOUGHT** --I **MOVED!**

"--SO HE DIED ALMOST **INSTANTLY!**

HOLD IT!

YOU'RE NOT GOING **ANYWHERE,** ASSASSIN, UNDERSTAND?

NOT ANYWHERE-- **EVER!**

"AS IT TURNED OUT, THE STATEMENT WAS A TRIFLE **OPTIMISTIC**--

BACK OFF, LITTLE GIRL-- 'LESS YOU WANT YOUR **FUR** RUFFLED--

AND I'M JUST THE WOMAN TO **DO** IT, HONEY-- YOU BETTER **BELIEVE** IT--

--THE **MAN-KILLER**

"LET'S **FACE** IT--IN SITUATIONS LIKE THAT, ARGUMENT IS NEXT TO **USELESS**--

"--BUT AS I QUICKLY DISCOVERED--SO IS **VIOLENCE!**

WHUMP

SCRICH!

" I'D **NEVER** BEEN STRUCK SO HARD: **I PASSED OUT.** BY THE TIME I CAME TO, SHE WAS GONE--REPLACED BY A HALF DOZEN IRATE **POLICEMEN**--"

I JUST **BARELY** ESCAPED--AND I'VE SPENT THE INTERVENING TIME TRACKING HER **HERE** TO **MANHATTAN.**

WE'VE GOT TO **FIND** HER, SPIDER-MAN... IF SHE ISN'T STOPPED, SHE'LL **DESTROY** EVERYTHING WOMEN HAVE FOUGHT FOR...

...THE PRECIOUS **LITTLE** WE'VE GAINED!

JUST ONE **QUESTION,** CAT-LADY... WHY **ME?**

BECAUSE YOU'RE A *LONER*, SPIDER-MAN... AN *OUTCAST*. YOU KNOW WHAT IT *MEANS* TO FIGHT AN ESTABLISHED ORDER...

...AND YOU'RE WILLING TO BATTLE FOR THE THINGS YOU *BELIEVE*.

AM I *RIGHT*?

YEAH, SURE. I'M A REGULAR *PATRICK HENRY*.

ARE WE GOING TO STAND HERE YAPPING ALL *NIGHT*--? IN CASE YOU'VE *FORGOTTEN*--

WE'VE GOT A *JOB* TO DO!

ELSEWHERE IN THE DEPTHS OF THE CANYONED CITY CALLED NEW YORK, A SOMEWHAT MORE *VIOLENTLY* DEDICATED MEMBER OF OUR CAST MAKES A RATHER *STARTLING* ENTRANCE--

LORD IN *HEAVEN*! IT'S *KATRINA*!

WHAT DID YOU HOPE TO PROVE BY *THAT*?

I JUST WANTED YOU TO *KNOW*, MS. CARTRIGHT-- *THE MAN-KILLER'S BACK IN TOWN*!

FAWHUMP

YOU HAD NO **RIGHT** TO BREAK IN HERE-- SOMETIMES I WONDER WHY WE EVER **FINANCED** YOUR TRAINING AND DEVELOPMENT--!

THE FACT **IS**, SISTER--YOU **DID.** AND WHETHER YOU LIKE IT OR **NOT**--THAT MAKES ME ONE OF **YOU**--

--MORE THAN **HE** IS--FILTHY **MAN.**

WATCH YOURSELF, GIRLIE.

I DON'T TAKE THAT KINDA TALK FROM **NOBODY**-- **NOT EVEN A WOMAN!**

KATRINA, YOU DON'T **UNDERSTAND**-- WE **HIRED** DRAKE FOR PROTECTION-- HE'S A **PROFESSIONAL**--

CRACK

WRONG, SISTER! HE'S A MAN, BABY-- AND MEN ARE DIRT!

KA-POW!

YOU HEAR ME?

BUNCH!

DIRT!

SEE WHAT I *MEAN*?

*AND THE SISTERS **DO** SEE--THEY SEE THE BUILDING IMAGE OF **NIGHTMARE** --*

*--A NIGHTMARE WHICH **BEGAN** TWO YEARS AGO, DURING THE **WINTER OLYMPICS** -- WHERE A EUROPEAN SKIER NAMED KATRINA LUISA VAN HORN MADE HER FIRST --MOST **FATEFUL** APPEARANCE--*

WOMEN** ATHLETES? THE IDEA'S **ABSURD!

ONLY ***MEN*** CAN BE TRULY COMPETITIVE-- IT'S OUR ***NATURE***, YOU KNOW. WOMEN SHOULD REMAIN WITH ***CHILDREN!***

NO WOMAN CAN EVER BEAT A MAN--A ***TRUE*** MAN---IN ATHLETIC COMPETITION.

WOULD YOU CARE TO ***BET*** ON THAT, HERR LUBBINGS?

AH...***FREULEIN VAN HORN***. PERHAPS I WILL ***ACCEPT*** YOUR CHALLENGE---

--FOR I AM, I ASSURE YOU, THE FAR ***BETTER*** SKIER.

WOULDN'T YOU ***AGREE***, HERR LUBBINGS-- THAT REMAINS TO BE ***SEEN***?

*AND SO, LATER THAT EVENING, A MEETING WAS KEPT WITH **DESTINY**....*

*...AS EGO MATCHED WITH **EGO**...*

*..IN A CONTEST ONLY THE **DEVIL** COULD WIN.*

GO!

NO, YOU FOOL-- YOU'RE CUTTING ME OFF!
YOU'RE CUTTING ME OFF!

YOU'RE CUTTING ME OFF!

A MOMENT OF BLIND MALE EGO---

WHUMP!

--AND THE BURNING ETERNITY OF DISASTER!

AND IN THAT INSTANT, THE CAREER OF KATRINA VAN HORN, OLYMPIC SKIER, WAS **ENDED**--FOR THE SAME FALL WHICH COST KARL LUBBINGS HIS **LIFE**--

THE CENTER OF MALE POWER IN THIS CITY LIES **HERE**...

--COST KATRINA VAN HORN HER BODY'S **BEAUTY**--SCARRING HER, CRIPPLING HER SO BADLY ONLY MASSIVE **RETRAINING** COULD TEACH HER TO USE HER MUSCLES ONCE MORE--

...THE MANHATTAN HARLEM **POWER PLANT!**

--A RETRAINING **SUPPLIED** BY A WEALTHY **MILITANT GROUP**--WHO ALSO SUPPLIED THE POWERED **EXO SKELETON** WHICH HAS SUPPLEMENTED THE STRENGTH --OF THE **MAN-KILLER!**

TONIGHT!

WE STRIKE-- TONIGHT!

-- JUST ONE THING I DON'T ***UNDERSTAND*** ABOUT YOU, CAT-LADY:

YOUR ***POWERS***--WHERE'D YOU ***GET*** THEM? I MEAN-- YOU DON'T FIND CLAWS LIKE YOURS LYING AROUND ON ***PARK BENCHES***, AT LEAST--NOT IN ***NEW YORK***.

A VERY--DEAR ***FRIEND*** OF MINE WAS WORKING ON A PROJECT TO ***REALIZE*** WOMANKIND'S FULL POTENTIAL--

SHE WAS INJURED BEFORE SHE COULD REVEAL IT TO THE ***WORLD***.*

SNIK!

*BUT ***NOT*** BEFORE SHE TURNED GREER NELSON INTO ***THE CAT!*** OR HAVEN'T YOU READ ***CLAWS OF THE CAT***#1? --- ROY.

SINCE THEN, I'VE TRIED TO ***USE*** THESE POWERS--AND I GUESS, SOMETIMES I HAVEN'T DONE AS WELL AS I'D ***LIKE***--

SO WHAT ***ELSE*** IS NEW? THERE ISN'T A COSTUMED NUT ***ALIVE*** WHO--

HOLD IT! MY SPIDER SENSE-- SOUNDING OFF LIKE ***GANG BUSTERS***..!

I FEEL IT ***TOO***, SPIDER-MAN! THERE'S SOMETHING ***HAPPENING***--SOMETHING TERRIBLY ***WRONG***--

LOOK!

*AT FIRST, IT'S JUST A **SOUND**: A STRANGE, HUMMING **PULSE** IN THE OTHERWISE SILENT **NIGHT**--

*THEN--IT BECOMES A CLOUD OF RISING **DUST**--A TREMBLING **VIBRATION** THROUGH THE VERY BEDROCK OF THE CITY **STREET**--

*--A NOT-SO-SUBTLE **ANNOUNCEMENT**--

HMM

MMMMMMM

THE MAN-KILLER'S HIT THIS TOWN!

KADABOOM!

WHUMP

HARLEM POWER PLANT DANGER: HIGH VOLTAGE

I--AH--GUESS THAT'S OUR LADY, RIGHT?

EITHER THAT--OR CON EDISON'S GOT A STRANGE, NEW MAINTENANCE CREW!

WELL? WHAT ARE WE SITTING HERE FOR?

LET'S MOVE, LADY--MOVE!

AT THAT VERY MOMENT, **INSIDE** THE SCENE OF CHAOS, THE STENCH OF FRYING **CABLES** COMBINES WITH THE STINK OF BURNING **OIL**--

--AND **BOTH** SUCH SENSORY STIMULI TAKE A REAR SEAT TO STILL **ANOTHER**--THE SUDDEN **CLICK** OF AN UNLOCKING DOME--

SNIK!

--AND THE APPEARANCE OF PERSONALIZED **DOOM!**

I'LL SAY **THIS**, SISTERS-- YOU SPENT YOUR MONEY **WELL** WHEN YOU LATCHED ONTO THIS FLYING **BATTERING RAM.**

OUR JOB'S A LITTLE **SIMPLER** NOW--

EH?

CLICK!

FORGET IT FRIEND!

NO ONE AMBUSHES THE MAN-KILLER! **NO ONE!**

WHISSCHING

AH...WANNA BET, BEAUTIFUL?

SPIDER-MAN!

RIGHT THE FIRST TIME!

FILTH! I'VE SUFFERED THE TAUNTS OF MEN FOR THE LAST TIME!

YOU'LL DIE FOR THAT-- YOU'LL DIE!

CAREFUL, BABYKINS---- YOU'LL HAVE YOURSELF A CORONARY.

JUST THINK WHAT THAT WOULD DO TO YOUR CREAMY COMPLEXION.

WHOOPS! LADIES -- WHEREVER ARE YOUR MANNERS?

IF I DIDN'T KNOW BETTER-- I'D SWEAR YOU WERE FIRING THOSE NASTY RIFLES AT ME!

KATRINA NEEDS OUR AID, SISTERS-- ON MY COMMAND--

FIRE! FIRE!

HEY--YOU ARE FIRING AT ME!

NOW THAT'S WHAT I CALL BONA-FIDE ANTI-SOCIAL!

URRRK!

SORRY ABOUT THAT-- SOMETIMES I DON'T KNOW MY OWN STRENGTH!

GUESS I EXPECTED THE KIND OF WEIGHT YOU GET WITH YOUR AVERAGE BADDIE-- ONLY THING IS --

--YOUR AVERAGE BADDIE'S A GUY!

BUT EVEN AS SPIDER-MAN **JESTS**--A MOST **UN**-AVERAGE FEMALE FINDS HERSELF THE RECIPIENT OF A MOST UNAVERAGE BLOW--

--AND WITHOUT SO MUCH AS A WINCE OF **PAIN**--

--MAKES A RATHER **UN**-AVERAGE, FELINE **RECOVERY!**

CHINK

CHINK

BUNT!

NICE PLAY, CAT-LADY...AS FAR AS **I** CAN SEE, YOU'VE GOT NOTHING TO **WORRY** ABOUT, ABILITY WISE!

THAT MOVE WAS **SMOOTH**--YEAH, EVEN **PROFESSIONAL!**

YOU'LL TURN MY **HEAD,** WEB-SLINGER. JUST MAKE SURE YOU TURN **YOURS**--!

ZZZTT!

UH--*THANKS!*

YOU REMINDED ME OF SOME UNFINISHED ***BUSINESS.***

GIVE ME A SECOND TO WRAP THIS UP WITH MY ***WEBBING,*** AND WE'LL-- HUH?

LOOK--I KNOW THIS MAY SOUND A BIT ***NOSY--***

--BUT WASN'T THERE SOMEONE ***LYING*** THERE A MOMENT AGO?

THE MAN-KILLER! SHE'S GONE!

YOU'VE GOT TO ***STOP*** HER--***CATCH*** HER!

YOU'VE ***GOT*** TO-- BEFORE IT'S TOO ***LATE!***

WHOA--FRIEND-- CALM ***DOWN.*** BEFORE ***WHAT'S*** TOO LATE? JUST WHO ***ARE*** YOU, ANYWAY?

MY NAME'S ***WATKINS***--I'M IN CHARGE OF THIS ***PLANT!***

WE'VE BEEN WORKING ON A SPECIAL ***PROJECT*** --QUITE ***HUSH-HUSH,*** YOU UNDERSTAND.

THAT WOMAN--SHE'S ***TAKEN*** IT-- SHE DOESN'T ***UNDERSTAND--***

THERE WERE CERTAIN ***MATERIALS***--HIGHLY ***RADIOACTIVE.*** A NEW PROTOTYPE FOR A HIGH-PRODUCE ***GENERATOR--***

I'LL JUST ***BET*** SHE DOESN'T, CHUCKLES. EVEN MONEY THAT GENERATOR IS WHY SHE ***CHOSE*** THIS PLACE--!

YOU STAY ***HERE,*** CAT-LADY. YOU'VE GOT YOURSELF SOME ***MYSTERIES*** TO UNRAVEL WITH THOSE MILITANTS-- WHILE ***ME--***

THIS IS MY TOWN--AND MY HEADACHE.

CATCH YOU LATER.

HOURS PASS IN A SEEMINGLY FUTILE SEARCH--

...DAWN RISES SWOLLEN OVER A SOOT-LAYERED CITY...

...AND FINALLY, IN AN ALLEY NOT FAR FROM MANHATTAN'S LOWER EAST SIDE...

I'VE COMBED THE ENTIRE ISLAND. NOT A SIGN OF HER.

DON'T KNOW WHAT'LL HAPPEN IF WE CAN'T--WAIT--MY SPIDER-SENSE--

--SHE'S HERE--I CAN ALMOST FEEL--

KRUNCH

A PROPHETIC THOUGHT, SPIDER-MAN--

--PAINFULLY PROPHETIC!

YOU SLIME! YOU CRAWLING, STINKING SCUM!

ON YOUR FEET, "MAN"--OR DON'T YOU HAVE THE STRENGTH TO FACE YOUR OWN DOOM!

I CAN'T HELP THINKING THERE MUST BE A BETTER WAY--

-- BUT I GUESS THERE *ISN'T.*

THERE *NEVER IS.*

CRAWL, *MANLING--CRAWL, LIKE THE INSECT YOU* ARE!

TWAK!

LET'S NOT GET *PERSONAL--*

WHOOF!

DON'T YOU *SEE?* MY EXO-SKELETON GIVES ME *SEVEN TIMES* YOUR STRENGTH--- YOU'RE *HELPLESS* AGAINST ME!

--AND I DON'T PLAN TO *DO* THAT!

LADY, THE ONLY TIME A GUY'S HELPLESS--IS WHEN HE *GIVES IN!*

RRACK!

NOT FOR A *LONG* TIME!

FOR SIX LONG SECONDS, THE TWO OPPONENTS **SWAY---**

---AND SUDDENLY, THE ENDLESS TENSION IS **BROKEN***--THE SPELL* **RELEASED--**

--AS FROM OUT OF THE SHADOWS SPEAKS ***---THE CAT!***

FOUND YOU--AT LAST!

YOU! A SISTER BETRAYING YOUR OWN SPECIES--SIDING WITH A SWINE LIKE THAT!

YOU WON'T BEGIN ON ANYONE, KATRINA--

WHEN I'M DONE WITH HIM---I'LL BEGIN ON YOU!

--BECAUSE YOU'RE A FRAUD--AN UNKNOWING ACCOMPLICE OF THE VERY MEN YOU HATE.

DIDN'T YOU EVER WONDER WHERE YOUR FRIENDS' MONEY CAME FROM? OR DIDN'T YOU CARE--

--CARE THAT THE PEOPLE WHO FINANCED YOU--WHO GAVE YOU THAT SUIT OF REINFORCED ARMOR TO SUPPLEMENT YOUR RUINED BODY--

--WERE MEN--WERE IN FACT, THE CRIMINAL MASTERMINDS OF A.I.M.? *

IT'S NOT TRUE--IT'S A LIE!

* ADVANCED IDEA MECHANICS---ROY.

IS IT, KATRINA...?

NO-

NO-

NO!

NO!

EYES BULGING, THROAT KNOTTED WITH AGONY, THE WOMAN NAMED KATRINA VAN HORN VOICES A SILENT SCREAM--THAT ECHOES IN HER MIND--LONG AFTER THE SOUND HAS FADED IN THE STILL MANHATTAN DAWN.

AND THEN IT'S OVER--AND THE MAN-KILLER STANDS MUTE AND MINDLESS: TESTIMONY TO THE POWER OF HATE--

--A CORRUPTION WHICH CAN ONLY CONSUME--

--CONSUME--AND ULTIMATELY--INEVITABLY--DESTROY.

FIN!

MARVEL TEAM UP
MARVEL COMICS GROUP™
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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN™

AND

THE INVINCIBLE

IRON MAN®

WH--? WHERE IN BLAZES *ARE* WE, WALL-CRAWLER?

WELL-- WE *CAME* FROM *TODAY*--

--AND THIS SURE ISN'T *YESTERDAY*--

SO, *OFFHAND* I'D SAY WE'RE SMACK-DAB IN THE *MIDDLE* OF--

...The

TOMORROW WAR!

Stan Lee PRESENTS SPIDEY AND IRON MAN--TOGETHER!

THE TOMORROW WAR!

STREET SCENE: A QUIET SUNDAY MORNING ON NEW YORK'S PARK AVENUE, HOME OF URBAN SOCIALITES, BANKS, CHURCHES--AND THE MIDTOWN HQ OF A CRIME-FIGHTING BAND CALLED--THE AVENGERS!

THE AVENGERS' HQ--WHICH, AT THE MOMENT, IS THE SITE OF A MOST UNNATURAL EARTHQUAKE--

--AND THE BIRTH-PLACE OF YET ANOTHER SLAB OF INSTANT MARVEL HISTORY!

RRRI!WHUMP!

FBI

1341Z

SCRIPT BY GERRY CONWAY • ART BY ROSS ANDRU • INKED BY FRANK BOLLE • LETTERED BY C. JETTER
COLORED BY STAN G. • EDITED BY ROY THOMAS

IT- IT ISN'T *POSSIBLE!* MANHATTAN ISLAND'S SET ON S-SOLID *BEDROCK!*

WE--WE JUST *CAN'T* BE HAVING AN EARTHQUAKE--- *WE CAN'T!*

WHATEVER IT IS, IT'S TEARING UP THE STREETS LIKE A GIANT *JACKHAMMER!*

THE *SHOCKWAVES* ARE KNOCKING PEOPLE RIGHT OFF THEIR *FEET!*

IT'S THAT *BUILDING*--

LOOK AT IT--THE WAY IT'S *SHAKING!*

THAT'S NOT JUST *ANY* BUILDING, MISTER--

--THAT'S THE HEADQUARTERS FOR *THE AVENGERS!*

AND IT SEEMS TO ME, IF *ANYONE* KNOWS WHAT'S GOING ON HERE--

--*THEY* WILL!

YES, SIR-- WE'LL *FIND OUT* JUST WHAT SORT OF STUNT THEY'RE *PULLING*---

..OR I'LL KNOW THE REASON ***WHY NOT!***

THESE COSTUMED VIGILANTES HAVE BEEN TREATED LIKE ***LORDS*** THESE PAST FEW YEARS, AND IT'S TIME WE--

ULP!

GONE---AND NOW ***BACK*** AGAIN?

WHAT SORT OF CRAZY GAME ***IS*** THIS? I KNEW THESE CHARACTERS HAD A FEW ***GIMMICKS*** UP THEIR LONG-JOHNS, BUT I NEVER--

NEITHER HAVE ***I***, OFFICER.

WHO ***SAID*** THAT? I'M NOT HERE TO PLAY ***GAMES*** WITH ANY--

UM... SO IT'S ***YOU.***

NO NEED TO BE SO ***FORMAL***, OFFICER. WE'RE ON THE SAME ***TEAM***, REMEMBER?

P.D.

P.D.

PARK AV

WHY DON'T YOU DO LIKE EVERYONE ***ELSE***--AND CALL ME ***IRON MAN!***

YOU'RE PRETTY ***SURE*** OF YOURSELF, AREN'T YOU, MISTER?

MAYBE YOU'D LIKE TO TELL ME THE ***REASON*** FOR--

WHOA, OFFICER...I'M AS MUCH IN THE DARK AS ***YOU*** ARE.

THERE'S ONLY ***ONE WAY*** TO FIND OUT THE ***WHY*** AND ***HOW***--

--AND THAT'S TO GO ***INSIDE!***

I'M RIGHT ***WITH*** YOU, AVENGER!

I'D SUGGEST YOU STAY ***BACK.*** WE DON'T--

UNNNH!

BOINNG!

RIGHT. SOME SORT OF INVISIBLE ***FORCE FIELD.***

FROM THE ***FEEL*** OF IT --***NOTHING*** CAN BREAK THROUGH--

--THOUGH I KNOW ***ONE*** AVENGER WHO'S SURE GOING TO ***TRY!***

*MEANWHILE, NOT VERY FAR **AWAY**, THE SECOND MEMBER OF OUR PLAY'S CAST MAKES A MOROSE **ENTRANCE** ...NOT AT ALL AN **UNUSUAL** STATE OF AFFAIRS FOR THE KID CALLED **PETER PARKER.****

MARVEL-TIME **PARADOX: BELIEVE IT OR DON'T-- BUT THIS TALE TAKES PLACE **BEFORE** SPIDEY NOS. 119 AND 120!--RASCALLY ROY.*

*"**EYEWITNESS NEWS SPECIAL REPORT:** ON MANHATTAN'S PARK AVENUE, AT THE FASHIONABLE AVENGERS' MANSION--"*

*"--A SCENE OF INCREDIBLE **VIOLENCE** IS TAKING PLACE--*

"--AS THE ARMOR-ENCASED AVENGER KNOWN AS **IRON MAN** BATTLES TO PUSH THROUGH A FORCE FIELD **SURROUNDING** THE BUILDING--

"--A FORCE-FIELD WHOSE ORIGIN IS AS YET **UNKNOWN!**"

GUESS THAT'S GOD'S WAY OF SAYING "**BOO**," SHELL-HEAD.

YOU COULD PROBABLY USE SOME **HELP**--

--BUT RIGHT NOW I'VE **HAD** IT WITH THE COMPADRE BIT.

I'VE GOT **ENOUGH** TROUBLES OF MY OWN WITHOUT GETTING INVOLVED IN EVERY WORLD-SHAKING **THREAT** TO COME DOWN THE **PIKE!**

LET THE **FANTASTIC FOUR** PLAY GOOD SAMARITAN--ME, I'M **FAGGED OUT.**

ALL I WANT **NOW** IS A HOT BATH AND--

PARKER, **WHAT'S** WITH YOU?

TURN DOWN THAT BLASTED **TV** DO YOU **HEAR** ME?

I'VE **HAD IT** WITH YOUR BLASE ATTITUDE--

--IF YOU CAN'T HAVE **RESPECT** FOR YOUR ROOM-MATE'S WISHES --**THEN GET OUT!**

SLAM!

OKAY, MR. OSBORN-- I **WILL** GET OUT.

YESSIR, FRIEND --**RIGHT NOW!**

CLICK!

ZACK!

ENOUGH PROLOGUE. IT'S TIME WE GOT INTO THE ACTION!

NO USE--NOT EVEN MY REPULSOR RAYS CAN DENT THAT SCREEN!

IT DOESN'T SEEM TO BE MATTER OR ENERGY--AND THAT'S IMPOSSIBLE!

A WISE MAN ONCE SAID---IF YOU'VE ELIMINATED THE POSSIBLE AND THE PROBABLE--

--THEN THE IMPOSSIBLE MUST BE TRUE!

PARK

SHERLOCK HOLMES, I THINK: 1899.

SPIDER-MAN!

VERY GOOD--

--THE GENTLEMAN WINS THE REFRIGERATOR.

I GATHER YOU'VE GOT A PROBLEM, TINKER-TOYS.

I DON'T NEED YOUR HELP, WEB-HEAD.

YEAH? YOU WERE DOING REAL GREAT BY YOURSELF, CHUM.

THIS IS MY CONCERN, SPIDER-MAN... NOT YOURS.

WHY DON'T YOU-- LOOK!

I'M LOOKING! SEEMS LIKE A GREAT BIG HOLE---

--WHICH IS JUST WHAT THE DOCTOR ORDERED --RIGHT?

WRONG!

WHAT THE HEY IS THIS?

YOUR GUESS IS AS GOOD AS **OURS, S-M.** (THOUGH OURS **MIGHT** BE A LITTLE BIT BETTER.)

(AND **WE'D** THINK IT SAFE TO ASSUME OUR TWO STALWARTS HAVE FALLEN INTO A **LIMBO** OF SOME KIND.

PONK!

(EXACTLY **WHAT** KIND, WE'LL LEARN IN JUST A FEW **MOMENTS!**)

LISTEN, I TAKE IT BACK--YOU CAN **HAVE** YOUR CRAZY MYSTERY.

THIS ISN'T MY IDEA OF A FUN WAY TO SPEND **SUNDAY AFTERNOON.**

QUIET, SPIDER-MAN. I'M TRYING TO GET A **READING.**

ON **WHAT?**

ON THE **POWER** IN THIS PLACE. IT MUST HAVE BEEN **GREAT** TO PULL US THROUGH SPACE--!

TERRIFIC! YOU TAKE YOUR **READINGS**--

SKREECH

CHOOM

--AND **I'LL** WATCH THOSE GUYS UP **THERE!**

THIS IS **AMAZING.** NO POWER REGISTERS AT **ALL.** I---

WHAT GUYS-- **WHERE?**

THOSE GUYS, SHELL HEAD.

SKREE

CHOOM

THERE.

THEY LOOK LIKE *SPACESHIPS*... BUT WHAT HAVE THEY GOT TO DO WITH *US*?

HAVEN'T YOU *HEARD*, BUNKIE?

..."STAR TREK" *LIVES!*

UH-OH. LOOKS LIKE ONE BOY'S *HAD IT.*

WHUMP

HOW MUCH WOULD YOU BET THAT WE'RE *NEXT*, SPIDER-MAN?

YOU CAN STAY AND CRACK *JOKES*--

--BUT *I* BELIEVE IN *SELF-DEFENSE!*

*BUT BEFORE IRON MAN CAN JET WITHIN A HUNDRED YARDS OF THE SILENT-SKIMMING **VESSEL**--*

*--HE FINDS HIMSELF A **PRISONER** OF A STRANGE, INEXPLICABLE **FORCE!***

SPIDER-MAN...I CAN'T *MOVE*...GET OUT OF HERE... BEFORE...

YEAH, *SURE*...WHERE WOULD YOU SUGGEST I GET *TO*, FRIEND?

'SIDES, I'M NOT IN THE *HABIT* OF RUNNING OUT ON PEOPLE--

--EVEN ARMOR-COVERED JERKS LIKE *YOU*.

NOPE. LOOKS LIKE I'M JUST GOING TO HAVE TO *FIGHT*.

AND SINCE THAT'S THE KIND OF *MOOD* I'M IN--*WHY NOT*?

*DO NOT BE **FOOLISH**, YOUNG MAN.*

*I AM NOT YOUR **ENEMY**...BUT YOUR **ALLY**.*

YOU'VE GOT A FUNNY WAY OF *SHOWING* IT.

NONSENSE. HAVE I HARMED YOUR COMPANION? NO--I MERELY ***IMMOBI-LIZED*** HIM, TO STOP HIM FROM ATTACKING MY ***SHIP.***

WHY WOULD I BRING YOU HERE--TO ***HARM*** YOU?

YOU BROUGHT US HERE?

*YES, I--**ZARRKO**, **THE TOMORROW MAN!****

COME INSIDE, MY FRIENDS--AND WE WILL ***TALK.***

AND I WILL EXPLAIN MY ***PURPOSE***--AND ALL WILL BE ***CLEAR.***

*LAST SAW 'IM IN ***THOR*** 102--R.T.

SOON...

FIRST THINGS ***FIRST***, ZARK--WHO WAS THAT YOU WERE ***FIGHTING*** OUT THERE?

THE ***ENEMY***, MY FRIEND--OUR ***MUTUAL*** ENEMY!

MAYBE YOU SHOULD BE A LITTLE ***CLEARER***, ZARRKO--AND START AT THE ***BEGINNING.***

THE *BEGINNING*--NOT AN EASY *MATTER*, IRON MAN, FOR THE BEGINNING OF THIS WAR IS STILL YEARS IN YOUR *FUTURE*--DURING A TIME OF *CONQUEST* AND NOBLE *DEFENSE*!

IT BEGINS IN MY OWN *23RD CENTURY*--

--AND IT EXTENDS *BACKWARD* IN TIME TO YOUR *OWN* ERA.

FOUR DAYS AGO, MY OWN TIME WAS *INVADED*--

--INVADED AND *CONQUERED* BY AN ARMY FROM THE FAR DISTANT *FUTURE*!

MY PEOPLE WERE *HELPLESS*, FOR IN MY TIME, WEAPONS HAVE BEEN *OUTLAWED*--

--AND ONLY *I*, BECAUSE OF MY PREVIOUS EXPERIENCE IN *YOUR* ERA, COULD PROVIDE A PROPER *DEFENSE*!

BUT, YOU'LL SOON *SEE*--FOR EVEN NOW, WE *APPROACH* MY TIME--

--AND BREAK THROUGH-- *INTO THE TWENTY-THIRD CENTURY!*

DON'T LOOK SO *STUNNED*, GENTLEMEN. PROGRESS IS, AT BEST, AN *UNEVEN* THING--- AND SOME BUILDINGS FROM YOUR TIME HAVE *YET* TO BE RAZED, IT IS TRUE.

BUT, THIS IS MY *WORLD*--AND THERE, IN THAT *CITADEL*, LURKS MY WORLD'S *INVADER*!

MY WORLD'S INVADER--AND THE *KIDNAPPER* OF YOUR SUPER-POWERED *FRIENDS*!

THE AVENGERS ARE DOWN THERE--IN THAT *FORTRESS?*

CORRECT, IRON MAN. IT WAS *I* WHO SOUGHT TO BRING THEM TO MY TIME--

--BUT IT WAS THE *INVADER* WHO INTERCEPTED THEM.

--EVEN AS HE WOULD HAVE INTERCEPTED *YOU,* HAD I NOT *INTERFERED.*

THOSE ARE HIS *GUARDS,* HUH?

EXACTLY-- TOO WELL TRAINED FOR MY PEOPLE TO *OPPOSE* THEM.

BUT NOT TOO WELL TRAINED FOR *US*-- RIGHT, ZARRKO?

PRECISELY, MY COSTUMED FRIEND.

SOMEHOW--I *KNEW* HE'D SAY THAT.

WHO *IS* THAT GUY, ANYWAY?

WORRY ABOUT IT LATER, SPIDER-MAN. RIGHT NOW--

KRAK

BOK

IT'S TIME FOR FUN AND GAMES!

FWIP!

OBOY.

SPUNCH!

SPOKE TOO SOON--

HEY! DON'T YOU GUYS KNOW ANYTHING ABOUT MANNERS?

YOU'RE SUPPOSED TO SHOUT AT ME BEFORE YOU FIRE.

A GUY COULD GET KILLED.

SEE YOU UPSTAIRS, SHELL-HEAD.

I'VE GOT SOME BUSINESS TO TAKE CARE OF.

NOW. IF YOU'LL GIVE ME THOSE, GENTS--

WHTT

WHTT

--WE'LL GET DOWN TO *CASES.*

LESSON *ONE:* IT IS RUDE TO TRY TO *KILL* SOMEONE.

LESSON *TWO:* PEOPLE GET *ANNOYED* WHEN SOMEONE IS RUDE.

LESSON *THREE:* ANNOYED PEOPLE MAY *ALSO* BECOME RUDE.

LESSON *FOUR:* REMEMBER LESSON *THREE.*

END OF *SESSION...*

CLASS *DISMISSED.*

ALL CLEAR UP *HERE,* GOLDEN BOY.

WHAT'S THE *PLAN?*

--WHICH IS WHERE MY *LASER BEAM* COMES IN--

--IF *YOU* CAN BRACE THE DOOR WITH YOUR *WEBBING.*

CONSIDER IT *DONE.*

WE'VE GOT TO GET THROUGH THIS *DOOR--*

MY WEB CAN HANDLE *TWICE* THIS WEIGHT, FOR A *WHILE,* AT LEAST.

LET'S *HOPE* SO, FRIEND-- WE CAN'T HAVE ONE HALF OF THIS THING BENDING *PREMATURELY*.

FINISHED. NOW, ALL WE HAVE TO DO IS SNAP THE *RESTRAINTS*--

ARE YOU *KIDDING*?

WHEN I SAID MY WEBBING WOULD HOLD-- --I MEANT *HOLD*.

UNLESS YOU'VE GOT A *TRACTOR* -- FORGET IT!

WHAK!

WHUMP!

YOU WERE *SAYING*--?

OKAY, PAL-- YOU'RE A TOUGH DUDE. *BIG DEAL*.

EVERYONE'S ON AN *EGO TRIP*.

SECURITY FORCE *THREE*--ADVANCE AGAINST INTRUDERS.

INITIATE HOLDING PLAN AS PREVIOUSLY *DESIGNATED*...

...*NOW*!

WATCH YOUR **HEAD**, TIN-MAN. I'M GOING TO TRY SOMETHING I HAVEN'T DONE IN A **LONNNNG** TIME.

FTTT

FTTTT!

HOPE I DON'T BOTCH IT UP.

WELL, WHAT DO YOU KNOW-- IT **WORKED**.

DON'T YOU JUST **LOVE** IT WHEN THINGS GO YOUR WAY.

WHUP!

SPUNT!

YOU'RE NOT FOOLING **ANYONE**, SPIDER-MAN.

YOU'RE AS NERVOUS AS **I** AM--BUT YOU DON'T WANT TO **ADMIT** IT.

THIS ISN'T OUR WORLD ---OUR *TIME*.

--AND WE'RE **BOTH** CONCERNED ABOUT THE OTHERS.

LET'S STOP PLAYING **HEROES** AND SEE WHERE--

UNNNNH! MY HEART..

WHANG!

CORRECTION, INTRUDER: YOU WILL GO NO FURTHER!

THE MASTER COMMANDS IT!

YOUR BODY...

YOU ARE NOT A CONSTRUCT.. ..YOU ARE FLESH, NOT STEEL.

THIS...IS SACRILEGE. YOU ARE... A CYBORG.

OH, TERRIFIC.

A RELIGIOUS ROBOT WHO THINKS YOU'RE HALF MAN, HALF MACHINE.

WHERE DOES IT HURT, PAL?

BATTERIES-- SHATTERED. HAVE TO--RECONNECT--

BLASPHEMY!

GUESS IT'S UP TO ME TO BUY TIME--

--JUST WHAT I NEEDED TO MAKE MY DAY COMPLETE.

SCRATCH!

DON'T JUST SIT THERE, IRON MAN.

GET TO WORK.

FUN THIS ISN'T

AND IF YOU THINK I'VE GOT UNLIMITED WEB-FLUID--

--THINK AGAIN.

THIS JUST ABOUT DOES IT.

BIOLOGICAL FILTH-- ORGANIC SCUM--!

KEEP IT UP, CUDDLES.

YOU'VE GIVEN ME THE ANGER TO DO---

THIS!

CHUNK

SO MUCH FOR THE ROBOT WORLD'S BILLY GRAHAM.

HOW'S YOUR BOD, I-M?

BETTER. I'VE TRANS-CONNECTED SOME OF THE WIRING....

I THINK I CAN MANAGE.

THEN, LET'S GET A MOVE ON.

WHAT'S THAT UP AHEAD?

SOME SORT OF AIRLOCK. MUST LEAD---INTO THE INNER CHAMBER.

YOU'RE STILL A LITTLE WEAK.

MAYBE YOU BETTER STAY HERE, IRON MAN.

NOT THAT WEAK, FRIEND.

I CAN HANDLE MYSELF... JUST POINT ME IN THE RIGHT DIRECTION....

...MY ARMOR WILL DO THE REST!

AT THAT MOMENT, IN THE GATHERING DUSK OUTSIDE THE NOW-SILENT CITADEL.

AT LAST... IT'S DONE!

THE FINAL OBSTACLE, CRUSHED...

...THE ULTIMATE PORTAL, OPENED.

THOSE TWO HAVE DONE WHAT I COULD NOT, IN THESE MANY WEEKS OF SEIGE--

...THEY HAVE MADE A PATH TO THE INVADER...

...IN MORE WAYS THAN ONE.

BEFORE THIS, I DID NOT DARE ENTER THAT FORTRESS--

BUT NOW, WITH THE TIME STORM LEVEL SUNK SO LOW BECAUSE OF THEIR PRESENCE....

...THE INVADER'S STRONGHOLD IS MINE! MINE!

WITH THE TIME STORM BROKEN AND DIFFUSED, THE TEMPORAL ENERGIES WILL BE FREED ONCE MORE--

---AND THIS TIME IT WILL BE ZARRKO WHO WILL CONTROL THEIR USAGE--

--ZARRKO WHO WILL CONTROL ALL!!

UNAWARE OF THIS LATEST DEVELOPMENT, OUR TEAMED TWOSOME HAVE BEEN MAKING A RAPID PROGRESS THROUGH THE LAST OF THE CITADEL'S BULWARKS-

--AND ARE ABOUT TO MAKE THEIR TIMELY ENTRANCE INTO THE PRESENCE OF THE STILL-UNSEEN INVADER. BUT LET THEM TELL IT.

ANOTHER AIRLOCK?

THIS GUY MUST HAVE A REAL THING ABOUT GERMS!

ALL BANTER IS SOON **FORGOTTEN**, HOWEVER, AS, STEPPING INTO THE NEXT ROOM, THE TWO TEAM-MATES SEE--

THE AVENGERS!

THEN ZARRKO WASN'T **LYING**-- THEY **HAVE** BEEN KIDNAPPED! BUT ---**WHY?**

IF THE WAR'S GOING ON **HERE**, IN THE 23RD CENTURY, WHAT **POSSIBLE** REASON COULD ANY-ONE HAVE FOR--

ZARRKO **TOLD** YOU, REMEMER?

HE WANTED YOU BOYS TO **HELP** HIM.

AND UNLESS I'M WRONG, **THAT'S** THE GUY WE'RE SUPPOSED TO BE **FIGHTING!**

SPIDER-MAN, DO YOU REALIZE WHO THAT **IS?**

WHAT DO **I** CARE WHO HE IS?

AFTER A WHILE, **ALL** BADDIES LOOK ALIKE--**RIGHT,** CREEPO?

MY FRIEND-- YOU ARE AN IGNORANT **FOOL.**

GREATER MEN THAN YOU HAVE **TREMBLED** AT MY NAME--

--LESSER MEN HAVE **FAINTED** AT ITS MENTION!

BUT YOU, MY FRIEND, SHALL **DIE--**

--AT THE HAND OF **KANG, THE CONQUEROR!**

AND BEFORE EITHER OF OUR HEROES CAN SO MUCH AS FLICK A TRANSISTOR---

ZAT!

FRAK!

--OR SPIN A WEB--

--THE BATTLE IS OVER AND WON.

SLEEP, YOU FOOLS!

WHEN YOU WAKE, YOU'LL BE SLAVES--IN THE CONQUERING ARMY OF KANG.

NOT QUITE, DEAR ENEMY---NOT NOW. YOUR PRECIOUS AIRLOCKS ARE CLOSED NO LONGER--

--YOUR TEMPORAL FORTRESS IS BROACHED. YOUR POWER IS MINE--

--AND ZARRKO WILL USE IT TO DO WHAT YOU WOULD HAVE DONE: MAKE THE 23RD CENTURY A BEACH-HEAD BY WHICH TO ATTACK 1973.

THANKS TO THESE CREDULOUS IMBECILES:--

-- ZARRKO WILL STAND SUPREME!

WE BLEW IT, ALL RIGHT. THE ONLY QUESTION IS.... WHAT DO WE DO NOW?

OBOY...PARALYZED FROM THE NECK DOWN ...AND NOW THIS.

WE CAN'T ANSWER THAT UNTIL NEXT ISH, IN A STORY WE CALL:

CRISIS IN 1973!!

MARVEL TEAM-UP

MARVEL COMICS GROUP™

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FEATURING

SPIDER-MAN™ AND THE HUMAN TORCH™

IN THE CLUTCHES OF KANG THE CONQUEROR!

WAR --ACROSS A THOUSAND CENTURIES!

ALL THIS--AND THE TOMORROW MAN! TOO! ('NUFF SAID?)

Stan Lee PRESENTS: SPIDEY AND THE HUMAN TORCH -- TOGETHER!™

TIME BOMB!

THE TIME: THE 23RD CENTURY!

THE PLACE: THE FORTRESS HEADQUARTERS OF AN INVADER FROM THE 41ST CENTURY-- KANG, THE CONQUEROR!

THE SITUATION: PERILOUS!

ZARRKO-- YOU ABYSMAL FOOL! PUT DOWN THAT WEAPON!

YOU CAN'T HOPE TO DEFEAT ME WITH YOUR PITIABLY BARBARIC TOYS!

NEED I POINT OUT-- I ALREADY HAVE!

JUST AS YOU HAVE DEFEATED OUR MUTUAL ENEMIES--INCLUDING THAT CURSED INTERLOPER--

--SPIDER-MAN!

GERRY CONWAY SCRIPTER | JIM MOONEY, ARTIST

F. GIACOIA INKER | C. JETTER, LETTERER STAN G., COLORIST

ROY THOMAS, EDITOR

NEITHER YOU NOR ANYONE ELSE CAN HOPE TO **STOP** ME, KANG--

SOON, THE WEAPONS I NEED TO CONQUER NOT ONLY **MY** TIME --BUT YOUR **OWN** -- WILL BE **MINE**--

--FOR EVEN AS WE **SPEAK,** THREE CAPSULES OF MY OWN DEVISING SPEED **BACKWARD** IN TIME--

--BACK, TO THE ERA OF THE **GREAT WARS**--THE LAST THIRD OF THE **TWENTIETH CENTURY**--

STOP

--WHERE THEY WILL **STRIKE,** AND EMIT A FORM OF **CHRONAL RADIATION!**

--THAT WILL **TRANSFORM** THE WORLD ABOUT THEM--

"--CHANGING MASSIVE SEA-GOING VESSELS INTO WATER-LOGGED **ANACHRONISMS,** TRANSFORMING SOPHISTI-CATED SOCIETIES INTO PRIMITIVE **ANARCHIES**--

"--IN EFFECT, **REVERSING** THE PROGRESS OF TIME, TURNING IT **BACK** UPON ITSELF LIKE A DAMMED **RIVER!**

"WITHIN **HOURS** OF THEIR LANDING, MY CAPSULES WILL HAVE RETURNED THE TWENTIETH CENTURY--**TO THE STONE AGE!**"

YOU WONDER *WHY*, DON'T YOU, KANG?

THINK, FOOL: WHY DID YOU CONQUER MY ERA SO *QUICKLY*?

BECAUSE WE WERE *DEFENSELESS* --BECAUSE ALL WEAPONS HAD BEEN *OUTLAWED*, DECADES AGO!

NOT SO THE *TWENTIETH CENTURY!* THAT WAS THE AGE OF *NUCLEAR TERROR*--AND IT IS THAT AGE I SHALL *PLUNDER!*

WHILE ALL THE WORLD RETURNS TO THE *PREHISTORIC*--ONE SMALL SECTION OF IT WILL REMAIN UNTOUCHED--

--A *WEAPONS DEPOT IN WESTERN NORTH AMERICA!*

AH, AT LAST YOU SEE THE *POINT*, YOU BLUNDERING *IDIOT!*

CONFUSED-- *CUT OFF*--THAT DEPOT SHALL FALL *HELPLESSLY* BEFORE ME--AND ALL ITS SECRETS SHALL BE *MINE! MINE!*

AND WHEN THAT HAPPENS-- IT IS *ZARRKO* WHO WILL RULE ALL *TIME!*

HEY, *SHELL-HEAD*... LOOKS LIKE KANG'S BLAST LASTED LESS TIME THAN HE *FIGURED*.

IT'S *WEARING OFF*.

FEEL UP TO A FRIENDLY *BATTLE* WITH THOSE CREEPS?

SORRY, SPIDER-MAN... I'M OUT OF IT FOR THE *DURATION*.

MY *MIND'S* OKAY--SO'S MY *BODY*--BUT THAT BLAST MUST HAVE *RUINED* MY ARMOR'S POWER PLANT--

I CAN'T *MOVE!*

WELL, THAT KILLS ANY PLANS FOR AN *INSTANT COME-BACK*... I CERTAINLY CAN'T HANDLE THOSE CLOWNS *ALONE!*

...NOT WITH THE *HANGOVER* THAT RAY-BLAST'S GIVEN ME!

THEN GET *OUT* OF HERE, MAN. GIVE YOURSELF A *BREATHER*--YOU'LL *THINK* OF SOMETHING.

YOU SURE YOU'LL BE *OKAY?*

THE WORST THING YOU CAN DO IS LET YOURSELF BE HELD *PRISONER*-- THEN WE'RE *ALL* DOOMED!

DON'T TALK-- *MOVE!*

THAT IRON-SHELLED AVENGER'S ONE VERY TOUGH *MAN*. I KEEP WONDERING WHAT *I* WOULD DO IN *HIS* SPOT--

--AND ALL I GET'S A VERY LARGE *QUESTION MARK*.

ONE THING *IS* FOR CERTAIN THOUGH: THOSE TWO MADMEN HAVE GOT THE *AVENGERS* LOCKED UP TIGHTER THAN POLITICAL PRISONERS IN *SIBERIA*--

---AND IT'S UP TO *ME* TO SEE THEY GET OUT-- *WAITASECOND!*

TIME PORTAL

--*IF* THAT SIGN ISN'T A TOTAL *SHUCK!*

MR. PARKER, THIS *COULD* BE YOUR LUCKY DAY--

I SHOULD HAVE *GUESSED* KANG WOULD HAVE A TIME MACHINE OF SOME KIND IN HIS PRIVATE *HQ*--

I JUST HOPE THE *CONTROLS* AREN'T TOO MUCH FOR A FOURTH YEAR *SCIENCE MAJOR* TO HASSLE OUT!

'CAUSE IF THEY *AREN'T*--

-- IT MEANS SPIDEY'S ON HIS WAY TO CALL THE PROVERBIAL *CAVALRY!*

LET'S *SEE*, NOW-- THE MAJOR THING IS TO LEARN HOW TO SET THE *DESTINATION* ON THIS GADGET.

1 1973

IT WOULDN'T EXACTLY *HELP* MATTERS IF I LANDED IN A 19TH CENTURY *BATH HOUSE!*

HOLD IT A MINUTE-- THAT *METER*--

IT'S *CHANGING DATES*--WHICH SEEMS TO INDICATE THAT IT'S *MONITORING* A SPECIFIC TIME PERIOD, ADJUSTING ITS CHRONAL FOCUS TO *MATCH* THE DAY AND HOUR OF THAT MOMENT IN THE *PAST!*

AND IT'S *JUST* THE MOMENT I NEED ---*FEBRUARY FOURTEENTH, 1973!**

*AS MENTIONED LAST ISH, THE EVENTS IN THIS STORY TAKE PLACE *BEFORE* THE CURRENT SPIDER-MAN!--RT.

FIRST THINGS *FIRST*: FREEZE THE TIME PORTAL ON THAT *DAY* AND *HOUR*.

PORTAL EFFECT

THEN FIGURE OUT HOW TO *WORK* THIS GIZMO-- *FAST.*

*AFTER SEVERAL MOMENTS OF CONCENTRATED **STUDY**, SPIDEY SIGHS WEARILY, FLIPS A **SWITCH**, AND--*

THE WAY MY LUCK'S RUN LATELY, I'LL PROBABLY END UP IN *NEW YORK HARBOR.*

AND FRANKLY, I DON'T KNOW WHICH IS *WORSE*: FIGHTING *KANG*--

--OR WASHING *SLUDGE* OFF MY COSTUME FOR THE REST OF MY LIFE!

PING!

BUT, AT THE VERY INSTANT OF OUR HERO'S TIMELY ESCAPE...

ZARRKO, LIKE ALL MEN OF YOUR ERA, YOU ARE AN EGOIST AND AN IMBECILE.

YOU THINK YOUR PUNY PLANS CAN AFFECT ME?

I, WHOSE POWER STRETCHES ACROSS THE SPAN OF FIFTEEN CENTURIES?

TAKE YOUR HAND FROM THAT BUCKLE, INVADER, BEFORE I--

YOU'LL DO NOTHING, ZARRKO. YOUR EFFORTS ARE FINISHED.

THE SAME RAY WHICH STUNNED MY PREVIOUS GUESTS WILL HOLD YOU NICELY, WHILE I--

EH?

SOMEONE'S ATTEMPTING TO ENTER THROUGH THE AIRLOCK--THE THOUGHTLESS BABOONS!

ENTER, YOU-- NO!

NO, IT CANNOT BE!

NOT YOU! NOT YOU!

WE'LL HAVE TO WAIT UNTIL NEXT ISSUE TO LEARN THE IDENTITY OF KANG'S NEW ASSAILANT--BUT IN THE MEAN-TIME, LET'S DROP BACK IN TIME THREE HUNDRED YEARS--

PING!

--TO A ROOM IN A BUILDING IN MANHATTAN'S MIDTOWN AREA--

--AND THE REAPPEARING FIGURE-- OF SPIDER-MAN!

I DID IT--

THE QUESTION IS--WHERE DID I DO IT TO?

THERE'S SOMETHING *FAMILIAR* ABOUT THIS PLACE. I WISH I--

BREEEE!

OBOY.

LOOKS LIKE THE WEIGHT OF MY *FOOTSTEP* SET OFF AN *ALARM*--

ALL THE DOORS ARE SLAMMING SHUT *AUTOMATICALLY*--

SLIK!

GHUNK!

I'M TRAPPED!

CLICK!

WHRRR!

OKAY, MISTER--*HOLD IT RIGHT THERE!* YOU'VE GOT SOME *EXPLAINING* TO DO, AND--

SPIDER-MAN?

WHAT'RE YOU DOING IN REED'S LAB, WEB-HEAD?

TRYING TO SNATCH SECRETS FROM THE FANTASTIC FOUR?

JOHNNY STORM!

NEVER THOUGHT I'D BE GLAD TO SEE *YOUR* FACE.

SOUNDS LIKE YOU'VE GOT A STORY TO TELL, BUDDY.

HAVE I *EVER*, MATCH-HEAD.

SOON, AFTER THE FANTASTIC FOUR'S YOUNGEST MEMBER HAS RELEASED HIS VISITOR AND OFFERED HIM A CUP OF COFFEE (WHICH SPIDEY REJECTS IN FAVOR OF A GLASS OF MILK) --

IF I HADN'T TRIED TO HELP OUT *IRON MAN* WHEN THE AVENGERS DISAPPEARED, WE WOULDN'T BE *IN* THIS MESS...

...WHICH IS HOW WE GOT TO THE FUTURE IN THE *FIRST* PLACE.

ZARRKO POSED AS YOUR *BENEFACTOR*-- AND SENT YOU AFTER *KANG*, HUH?

MUST MAKE YOU FEEL AWFULLY *BRIGHT*, WALL-CRAWLER, FALLING FOR A GAG LIKE *THAT*.

DON'T RUB IT *IN*, FLAME-BRAIN.*

*ALL OF THIS HAPPENED *LAST ISSUE*, RESEARCH-FANATICS.--RT.

OKAY, LET'S SEE IF I'VE GOT THIS *STRAIGHT:*

OUR *FIRST* PROBLEM IS TO LOCATE THOSE *TIME BOMBS* BEFORE THEY GO OFF--

THEN WE FIND A WAY TO STOP ZARRKO AND *KANG!*

US, HERO-MAN?

BEN, REED AND MEDUSA ARE OFF LOOKING FOR *AGATHA HARKNESS.*

IT'S JUST YOU AND *ME,* FRIEND.

SOMEHOW I WAS HOPING IT'D BE JUST *YOU.*

I'M TIRED OF ALL THIS RUNNING AROUND--GETTING INVOLVED IN PRIVATE *FEUDS.*

SO STAY *HOME.*

ME--I'M HEADING FOR THE BOMB THAT'S AIMED AT *JAPAN.*

AFTER *THAT...*

ALL RIGHT, YOU'VE MADE YOUR *POINT.*

I'LL TAKE THE CAPSULE THAT'S DUE TO LAND IN *SOUTH AMERICA--*

--AFTER *THAT,* WE'LL SEE WHO FIRST GETS TO THE ONE IN *GREECE.*

TAKE *CARE,* SPIDEY.

TAKE CARE OF *YOURSELF,* TORCH.

A QUICK TRIP TO J.F.K. INTERNATIONAL...

...AND A JET-HOP WESTWARD MARK THE TORCH'S FLIGHT PATH...

...AND WHEN WE NEXT PICK UP ON OUR FAVORITE HOT-HEAD...

...IT IS ON THE MOUNTAINED ISLAND OF JAPAN...

HURRAH! SO NOW WHAT DO I DO?

I HAVEN'T THE SLIGHTEST IDEA OF WHERE TO LOOK--OR WHAT TO LOOK FOR.

GUESS THE ONLY THING I CAN DO IS WAIT--

--AND I HOPE I KNOW WHEN I'M SEEING WHAT I NEED TO SEE!

HOLD IT...THAT TRAIN...

...IT'S STARTING TO...CHANGE!

WHILE THE STUNNED HUMAN TORCH STARES, A LESS-THAN-SUBTLE TRANSFORMATION OCCURS--AS, WITHIN THE SPACE OF SEVERAL SECONDS, THE TRAPPINGS OF THE PRESENT FALL AWAY--

--TO BE REPLACED BY THE REFLECTED IMAGES OF THE PAST!

SO...IT'S HAPPENING.

JUST AS SPIDEY PREDICTED.

PEOPLE PANICKING--

--THE ENTIRE **NATION** THROWN INTO **TURMOIL!**

IF THIS **CONTINUES** SPREADING TO **OTHER** COUNTRIES--

--WE WILL BE EASY PREY TO ZARRKO'S **PLAN!**

ALREADY, THE RATE OF REGRESSION IS **INCREASING**--

--THE ISLAND'S SLIDING BACK THROUGH **TIME** TO THE EARLY PART OF THE CENTURY--

--AND **BEYOND!**

I'VE GOT TO GET A **HANDLE** ON THIS THING--FIGURE A WAY TO **TRACE** THE RADIATION.

PERHAPS IF I RAISE AN INFRA-RED **HEAT-SCREEN,** I CAN--

THERE!

RADIATION WAVES-- LIKE RIPPLES IN **WATER.**

THEY'RE CENTERED ON THAT **HOUSE**--

--AND FROM THE **LOOK** OF THINGS--

-- GETTING HOLD OF THE CAPSULE IS *NOT* GOING TO BE *EASY!*

INU MIMASHIPA!

GOMEN NASAI! *INU MIMASHIPA!*

I DON'T KNOW WHAT YOU'RE *SAYING* --

SSTT!

--BUT I'VE GOT A FEELING IT ISN'T *FRIENDLY!*

THE RADIATION'S PROBABLY AFFECTING YOUR *MIND,* SO--

--I'LL TRY NOT TO *HURT*--YOU--URP.

--*INTO A SAMAURI WARRIOR!*

THE RAYS FROM THE *SHACK*-- THEY'RE STILL *ACTIVE,* CHANGING-- *TRANSFORMING* YOU--

INU NEKO MIMASHIPA!

SWISH!

AFTER THAT *FLIGHT,* MY FLAME'S *WEAK*--

--I'M GOING TO HAVE TO TAKE YOU ON YOUR *OWN TERMS,* FRIEND--

--OR AT LEAST-- *TRY TO!*

HAI!

WHUP

INUGA NEKOO MIMASHIPA! LIE! LIE!

KONNICHAWA-- ÷UNNNNH!÷

BOK!

SORRY, PAL--!

I FIGURE THAT CAPSULE'S RADIATION IS *CONTROLLING* YOU IN SOME WAY--

--BUT I CAN'T LET THAT *STOP* ME--

CRAK!

--FROM STOPPING YOU!

BAKOOM!

ALMOST SNAPPED MY *KNUCKLES* ON THAT LAST PUNCH--I'M NOT *USED* TO FIGHTING LIKE A NORMAL JOE.

WON'T *HAVE* TO ANYMORE--I CAN FEEL MY FLAME BUILDING UP AGAIN--BUT *FIRST*--

THE TIME BOMB!

YET AS JOHNNY STEPS CONFIDENTLY **FORWARD**, AN UNSEEN **FORCE** SEEMS TO JAB AT THE INNER LAYERS OF HIS **BRAIN**, AND--

THE CAPSULE'S **RADIATION** BEGINNING TO **AFFECT** ME--!

I CAN FEEL IT SLIPPING INTO **CONTROL**--

IMAGES-- MEMORIES-- SLIDING **AWAY**-- GOT TO **STOP** IT--

--GOT TO--

--I'M LOSING MY **MIND**!

ONE HOUR LATER:

A JET HEADING **SOUTH**, TO **VENEZUELA**--

--CARRYING ON ITS FUSELAGE, AN **UNSUSPECTED** PASSENGER--

--SPIDER-MAN!

RIPPPP!

I DID IT!

=GASP= BUT JUST **BARELY**-- ANOTHER FEW MINUTES, AND MY **AIR** SUPPLY WOULD'VE BEEN **ZILCH**!

THINGS GOT A LITTLE **COLD**--BUT MY **WEBBING** KEPT ME FROM **FREEZING**--

--AND I'VE PROBABLY GOTTEN MYSELF A **LEAD** ON MY HOTHEADED **PARTNER**!

WONDER WHEN THINGS'LL START **HAPPENING**?

I HAD TO ASK?

THE WAY MY SPIDER-SENSE IS TINGLING--

--SOMETHING'S WASHING OVER THE ENTIRE AREA--

--TWISTING--

--CHANGING--

--SHOVING EVERYTHING BACK IN TIME!

I'M TOO LATE--THE CAPSULE'S ALREADY ARRIVED!

IT'S ALL HAPPENING JUST AS ZARRKO SAID IT WOULD--

BUILDINGS--PLANES--EVEN PEOPLE--

--FALLING BACK, THROUGH THE AGES--INTO THE PAST!

THERE HAS TO BE SOME WAY TO REVERSE THE FLOW--!

IF I CAN JUST FIND ZARRKO'S CAPSULE--FIGURE OUT ITS CONTROLS--

--I MIGHT BE ABLE TO AFFECT THE CHRONAL REGRESSION!

MY SPIDER-SENSE SEEMS TO BE PICKING UP THE GREATEST DISTURBANCE IN THIS AREA--THE DOCKS!

AND UNLESS MY GUESS IS WRONG--

--THE FORCES ORIGINATE IN THAT WAREHOUSE!

CORRECTION: *OUTSIDE* THE WAREHOUSE.

THAT JUST MAKES MY JOB *EASIER!*

÷*URK!*÷

¡*HOMBRES TRABAJANDO!*

SPIDEY, BITE YOUR *TONGUE!*

¡*NO HAY PASO!*

SO MUCH FOR THREE YEARS OF COLLEGE *FRENCH--!*

WISH I COULD STICK AROUND AND TRADE *IDIOMS* WITH YOU BOYS--

WHAK!

CLUMP!

--BUT I'VE GOT TO TRY TO SET THINGS *RIGHT--*

--WITH-- OR *WITHOUT* YOUR *PERMISSION!*

SOON (OR: SEVERAL OUNCES OF WEBBING LATER)--

THOSE NETS SHOULD HOLD THEM FOR ABOUT AN *HOUR.*

BY *THAT* TIME, HOPEFULLY, I'LL HAVE DOPED OUT THIS GIZMO--

--AND MAYBE--

--MAYBE--

THE CAPSULE'S *RAYS*-- SOMETHING *ABOUT* THEM--

THIS MUST BE WHY THOSE MEN-- *ATTACKED* ME--

--THE *RAYS*--

--CAN'T *PULL* *AWAY*--

--LIGHT FADING TO *BLACK*--

--LOSING *CONTROL*-- WEAKENING-- WEA--

HOLD THE **FORT,** *FRIEND!*

THE *CAVALRY'S* *ARRIVED!*

TORCH! IF YOU'LL EXCUSE THE *EXPRESSION*--

WHAT IN BLAZES ARE *YOU* DOING HERE?

A LONG *STORY,* WEB-SPINNER.

AN HOUR AGO I WAS HAVING THE SAME TROUBLES *YOU* WERE--

*"--UNTIL I MANAGED TO PULL MYSELF TOGETHER LONG ENOUGH TO TRY A **THERMAL** **BLAST.** I WAS UP TO **NOVA** **HEAT** BEFORE I GOT ANY RESULTS--*

*"--AND YOU'VE ALREADY **SEEN** THOSE.*

*"IT DIDN'T TAKE MUCH TO FIGURE YOU'D BE HAVING **SIMILAR** PROBLEMS--*

*"--SO I HITCHED A RIDE ON THE **FRIENDLY SKIES** TO GET HERE AS FAST AS **POSSIBLE.** JUST IN **TIME,** TOO!"*

DON'T CONGRATULATE YOURSELF *YET,* MATCHHEAD.

OR HAVE YOU *FORGOTTEN*--ONE OF THE *IDEAS* BEHIND THIS GAME IS TO RESCUE THE *AVENGERS*--!

I'VE BEEN *THINKING* ABOUT THAT, SPIDER MAN...

...AND I'VE BEEN THINKING ABOUT THOSE *CAPSULES*... THEIR *RAYS*...

...AND I COULD *SWEAR* I'VE FELT A RADIATION-EFFECT LIKE THAT *BEFORE.*

IF ONLY I COULD REMEMBER *WHERE...!*

FORGET IT, TORCHY-- WE'VE GOT *OTHER* THINGS TO DO.

THERE'S STILL *ONE CAPSULE* UNTOUCHED--AND AS LONG AS *IT* REMAINS ACTIVE, OUR TIME'S STILL IN *DANGER.*

THEN LET'S GET A *MOVE* ON, WALL-CRAWLER.

*SOON ON AN AIRFIELD THAT SCARCELY **RESEMBLES** THE ONE SPIDER-MAN SAW ON HIS ARRIVAL--*

DON'T YOU THINK THAT BI-PLANE WILL BE A LITTLE *SLOW,* TORCH?

IT'S CHANGING *ALREADY,* FRIEND--

-- JUST AS EVERYTHING DID BACK IN *JAPAN.*

MAYBE SOME SORT OF *BOOMERANG* EFFECT.

ONCE THE RADIATION STOPS *COMING,* THE WORLD SNAPS BACK TO ITS *ORIGINAL* ERA!

EASY FOR *YOU* TO SAY. YOU DON'T KNOW ANYTHING ABOUT *SCIENCE.*

IT *WORKS,* DOESN'T IT?

WELL, TORCH--YOU'VE GOT ME THERE.

THE REMAINDER OF THE FLIGHT GOES IN SILENCE, UNTIL--

--AS THE TWO HEROES REACH THE MEDITERRANEAN, AND BEGIN THEIR DECENT TO GREECE--

THE TIME RAYS!

WE'RE HEADING RIGHT INTO THEM!

BAIL OUT, TORCHIE--BAIL--

--OUT!

YOU OKAY, FRIEND?

I CAN HANDLE MYSELF, TORCH.

THIS ISN'T EXACTLY YOUR ELEMENT, YOU KNOW.

KEEP YOUR MIND ON THOSE GUYS BELOW.

WHAT GUYS?

OUR WELCOMING COMMITTEE, TORCH.

OH...THOSE GUYS.

YOU'VE GOT TO DEVELOP A *STYLE* FOR THESE THINGS, FRIEND.

KRAK!

SIMPLE *PUNCHING BAG* FORM JUST DOESN'T *HACK* IT ANYMORE.

BOK!

I SEE WHAT YOU *MEAN*, KIMOSABEE--

--THE QUESTION IS--*DO THEY?*

THE QUESTION SEEMS MOOT, FOR IN A MATTER OF MOMENTS--

I DON'T THINK HOMER WOULD BE VERY *PROUD* OF HIS COUNTRYMEN, STORM.

LET'S BE *FAIR*, WEB-SPINNER...

WE'RE NOT EXACTLY THE *CYCLOPS*, YOU KNOW.

RIGHT... WE'RE *WORSE*.

GO AHEAD-- MAKE *JOKES*.

WHILE YOU'RE DOING *THAT*--I'LL TAKE CARE OF THIS HANDY LITTLE *NUISANCE*, RIGHT N--

NO!

FSST!

LISTEN, FELLA--IF YOU'VE GONE OFF YOUR ROCKER, *TOO*--

NOT *QUITE*, TORCH.

I'M SIMPLY KEEPING YOU FROM MAKING A BAD *MISTAKE*.

HUH?

YEAH, *"HUH"!* OR HAVE YOU *FORGOTTEN*--

THIS IS OUR ONLY CLUE HOW TO DEFEAT *ZARRKO* AND *KANG*!

MY WEBBING'S MANAGED TO SHUT IT *OFF*--

--LESS *PERMANENTLY* THAN YOUR *FLAME*!

MAYBE THAT *IS* A GOOD IDEA--

--BECAUSE I REMEMBER NOW WHAT IT *WAS* ABOUT THAT RADIATION THAT SEEMED *FAMILIAR*.

IT'S THE SAME KIND OF FORCE AS THE *NEGATIVE ZONE* SURROUNDING THE *GREAT REFUGE*--

--THE HIDDEN HOME OF A GROUP OF PARA-NORMALS CALLED--*THE INHUMANS*!*

*WHAT MARVEL FAN DOESN'T KNOW *THEM LIKE BROTHERS*?--RT.

GREAT--HOW DO WE *GET* THERE?

NOT *WE*, SPIDEY... JUST *YOU*.

AN EX-GIRL OF MINE'S THERE--AND I'D JUST AS SOON *NOT* SEE HER, THANK YOU.

*AND SO, AFTER JOHNNY STORM HAS GIVEN HIS FRIEND COMPLETE INSTRUCTIONS HOW TO *FIND* THE GREAT REFUGE--

--BUT THERE ARE *SOME* WOUNDS I'D LIKE TO LET *HEAL*.

LET ME KNOW HOW IT *WORKS OUT*.

WISH I COULD HELP YOU *MORE*, SPIDEY--

DON'T *WORRY*, TORCH--

IF IT *DOES*-- I *WILL*!

NEXT: THE INHUMANS

MARVEL TEAM-UP

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN AND THE INHUMANS™

THE MOST LONG-AWAITED

BATTLE

IN THE HISTORY OF COMICDOM

THE DOOMSDAY GAMBIT!

SO WHAT DO YOU **DO** WHEN YOU'RE **SPIDER-MAN**-- AND YOU'VE FOUND YOURSELF A PIVOTAL **PLAYER** IN A CENTURIES-SPANNING CONFLICT FOR THE DOMINATION OF EARTH'S **FUTURE**--

--AND YOU'VE GAINED POSSESSION OF A DEVICE THAT MIGHT JUST BE THE KEY TO **WINNING** THE WHOLE MESS IF YOU KNEW HOW TO **WORK** IT--

-- WHICH YOU **DON'T**--

--AND THE ONLY BEINGS WHO MIGHT POSSIBLY **HELP** YOU WORK THE DEVICE LIVE IN A GREAT, DOMED SANCTUARY HIDDEN DEEP IN THE **HIMALAYAS**?

WHAT DO YOU **DO**--?

WELL, **FIRST** YOU MAKE FAST FRIENDS WITH A HAPPY-GO-LUCKY **'COPTER PILOT** WILLING TO GO **ANYWHERE** ON A DARE... AND **THEN**...

SO FAR, SO **GOOD**.

NOW IF "*BUCK ROGERS*" CAN JUST KEEP FROM **MASHING** ME AGAINST A CLIFF FOR ABOUT **TEN** MORE SECONDS--!

WHO SAYS THIS ISN'T THE **MARVEL AGE OF LONG-WINDED PLOT-LINES**?

CERTAINLY NOT...

LEN WEIN, SCRIPTER / JIM MOONEY, ARTIST / M. ESPOSITO, INKER / BERRY CONWAY, PLOT / J. COSTANZA, letterer / G. WEIN, colorist / ROY THOMAS, EDITOR

AND ELEVEN NERVE-WRACKING SECONDS LATER...

GOOD LUCK, KID-- SURE HOPE YOU KNOW WHAT YER DOIN'!

YOU CAN FREEZE YER FANDANGO OFF IN THIS COLD.

DON'T I KNOW IT, FLYBOY-- BUT THANKS ANYWAY.

IF IT DOES FREEZE OFF, I'LL MAIL IT TO YOU AS A GIFT!

FREEZE MY FANDANGO IS RIGHT!

WE WILL NOW SPEND THE REST OF THE WEEK LISTING ALL THE PLACES OL'SPIDEY WOULD RATHER BE THAN SWINGING THROUGH A GRANITE BACK ALLEY IN THE SCENIC HIMALAYAS!

UH OH--THIS CANYON'S BECOMING NARROWER THAN J. JONAH JAMESON'S MIND--

--AND YOU'VE REALLY GOTTA GO SOME TO BEAT THAT!

A FRACTION TIGHTER--AND I'D NEED A HAIRCUT TO GET THROUGH!

IF IT WASN'T SO IMPORTANT TO KEEP MY DESTINATION SECRET FROM THE SNOOPY WORLD-AT-LARGE--

--I'D HAVE ASKED THAT CRAZY 'COPTER-JOCKEY FOR DOOR-TO-DOOR SERVICE!

NOW LET'S SEE WHAT'S ON THE OTHER SIDE OF--!

HOOHAH! EITHER I'VE STUMBLED ONTO THE GREATEST THING IN URBAN REDEVELOPMENT SINCE THE PREFABRICATED BRICK--

AND IT APPEARS MY *ARRIVAL* HASN'T GONE *UNNOTICED!*

THEY'VE SENT OUT A SKY-BORNE *WELCOME WAGON* TO GREET ME!

BUT AS THE HIGH-FLYING SHUTTLECRAFT DRAW CLOSER, A CERTAIN FABLED SPIDER-SENSE BEGINS TINGLING FURIOUSLY AND...

AS *HOSTS*, THESE CHARACTERS LEAVE A LOT TO BE *DESIRED!*

THAT RAY-BLAST MISSED ME BY THE PROVER-BIAL *WHISKER!*

IF IT WASN'T A *500 MILE WALK* TO THE NEAREST *BUS STOP*, I'D BE TEMPTED TO *CHUCK* THE WHOLE THING AND GO *HOME--*

--BUT I'VE TRAVELED A LONG, TIRING WAY FOR A *REASON--*

--AND I'M GONNA *SAVE* THIS STUPID PLANET WHETHER THOSE DUDES *LIKE* IT OR--

--OR I'VE FOUND THE *GREAT REFUGE--*

--THE HOME OF--*THE INHUMANS!*

APPARENTLY, THEY DO NOT LIKE IT -- FOR, AT THE PRECISE INSTANT THE WEB-SLINGING WONDER STARTS TO DROP TOWARD THE GREAT, GLEAMING DOME...

THWOK!

THEN DROP HE DOES -- BUT NOT LIKE THE AGILE ACRO-BAT HIS YEARS OF CONSTANT COMBAT HAVE MADE HIM --

NO -- HE DROPS RATHER LIKE A LIFELESS STONE --

-- STRAIGHT INTO A PAIR OF INCREDIBLY POWERFUL ARMS!

FOR A TIME, THE YOUTH CALLED PETER PARKER (A.K.A. SPIDER-MAN) KNOWS NOTHING -- THEN THERE COMES A PERSISTENT BUZZING TO HIS SENSITIVE EARS --

-- LIKE THE DRONE OF NESTED INSECTS --

-- OR THE CHATTER OF HUMAN VOICES...

CORRECTION: MAKE THAT INHUMAN VOICES...

ARISE, SPIDER-MAN -- FOR YOU ARE IN THE PRESENCE OF OUR SUPREME MONARCH, BLACK BOLT!

YOU KNOW -- SOMEHOW I DIDN'T THINK THIS WAS THE HIMALAYAN FUDGE-ROLLING SOCIETY AND MARCHING BAND!

ENOUGH FLIPPANCY, WALL-CRAWLER -- IT ILL BECOMES YOU!

BLACK BOLT WOULD KNOW THE REASON YOU INTRUDED UPON OUR HIDDEN LAND!

REASON? HOOBOY, HAVE I GOT A REASON!

I'VE GOT MORE REASON THAN I KNOW WHAT TO DO WITH!

"IT STARTED THIS MORNING* ON NEW YORK'S PARK AVENUE--WHEN AN IMPENETRABLE SHIELD APPEARED AROUND AVENGERS' HEADQUARTERS-- AND THE GOLDEN-GARBED AVENGER CALLED IRON MAN APPEARED TO INVESTIGATE...

* TWO ISSUES AGO REAL TIME--RT.

"THE GOLDEN GLADIATOR'S INVESTIGATION WAS A PAINFUL ONE THAT LEFT HIM SPRAWLED ON THE STREET--

"-- UNTIL THAT LITTLE OLD DO-GOODER-- ME-- DROPPED IN TO LEND A HAND.

"THEN, AS IF ON CUE, A DOORWAY OPENED UP IN THE FORCE FIELD--

"--AND WE WERE QUICK TO ACCEPT THE INVITATION.

"OUR HOST, IT SEEMED, WAS A DUDE CALLED ZARRKO, THE TOMORROW MAN--

"--WHO BROUGHT US TO A STRANGE CITADEL IN 23RD CENTURY NEW YORK--

"--TO BATTLE LAST YEAR'S NOMINEE FOR 'VILLAIN OF THE AGES'--

"--KANG, THE CON-QUEROR--

"--AND, EMBARRASSED 'THO I AM TO ADMIT IT--

"--KANG LIVED UP TO HIS NAME!

"HIS RAY-BLAST PUT OL' SHELL-HEAD **OUT** FOR THE COUNT-- AND THE SO-CALLED **CONQUEROR** WAS DISTRACTED JUST LONG ENOUGH FOR ZARRKO TO GET THE DROP ON HIM --

"--AND FOR **ME** TO LAM **OUT** OF THERE-- VIA A NIFTY LITTLE DOODAD CALLED THE **TIME PORTAL.**

TIME PORTAL

"AS LUCK-- AND SOME **ADJUSTMENTS** I MADE IN THE CONTROLS-- WOULD HAVE IT, THE PORTAL DUMPED ME IN THE **H.Q.** OF YOUR OLD PALS, THE **FANTASTIC FOUR--**

"-- AND A CERTAIN **HOT-HEAD** AND I SPENT THE NEXT FEW HOURS HUNTING DOWN THREE "**TIME BOMBS**" ZARRKO HAD TELEPORTED TO 1973 --

"--BOMBS DESIGNED TO **REVERSE** THE EVOLUTIONARY PROCESS!

"BUT, BEFORE THE BOMBS COULD MAKE **MONKEYS** OUT OF ALL OF US, TORCHY AND I DESTROYED **TWO** OF 'EM--

"--IN **JAPAN** AND **VENEZUELA,** RESPECTIVELY--

"--AND THE **OBVIOUS** EFFECTS OF THE TIME REGRESSION BEGAN TO **DISAPPEAR** ALMOST IMMEDIATELY.

"WE DIDN'T TREAT THE **THIRD** DEVICE QUITE SO **ROUGHLY,** THOUGH--

"--BECAUSE FLAME-BRAIN HAD NOTICED SOMETHING **FAMILIAR** ABOUT THE **RADIATION** THE BOMB EMITTED...

--IT'S THE **SAME** KIND OF ENERGY THAT FORMS THE **NEGATIVE ZONE** AROUND YOUR GREAT REFUGE!

AND *THAT*, GENTS, IS WHY I'M *HERE!*

I'M HOPING YOU GUYS CAN FIND A WAY TO *HARNESS* THE TIME BOMB'S ENERGIES--

--AND SEND ME *BACK* INTO THE *FUTURE!*

NOT THAT IT'S EXACTLY THE KINDA PLACE I'D WANT TO SPEND MY *SUMMER VACATION*--

--BUT *KANG* HAS CAPTURED THE *AVENGERS*-- *ZARRKO* IS PLANNING TO *DECIMATE* OUR WORLD--

--AND SINCE NOBODY *ELSE* HAS VOLUNTEERED TO *DO* SOMETHING ABOUT THOSE BIRDS--

--I SEEM TO BE *ELECTED!*

NAY, SPIDER-MAN-- *WE* SHALL RETURN TO THE 23RD CENTURY *WITH* YOU--

--ER-- THAT IS, OF COURSE, ASSUMING REGAL BLACK BOLT *AGREES* TO AID YOUR CAUSE--!

THEN IT LOOKS LIKE IT'S UP TO *GABBY*, DON'T IT?

ALL TURN TO THE GRIM FIGURE STANDING MUTELY BEFORE THEM-- HIS EYES NARROWED IN *THOUGHT*-- HIS HEAD MOVING ALMOST IMPERCEPTIBLY--

--THEN A GLOVED HAND IS RAISED IN SILENT *ASSENT*--

--AND, MOMENTS AFTER, IN A CERTAIN ELECTRONICALLY-GUARDED *CELL*...

FOOLS! OF *COURSE* I CAN ACCOMPLISH WHAT YOU'VE *ASKED* OF ME!

MAXIMUS IS *MAD*-- NOT *INCOMPETENT!*

AN HOUR-- *TWO* AT THE MOST-- AND I SHALL RETURN THIS CHILD'S *TOY* TO YOU A *THOUSAND* TIMES *IMPROVED!*

YOU GUYS *SURE* YOU KNOW WHAT YOU'RE *DOING?*

THIS CHARACTER LOOKS ABOUT READY FOR THE *PAPER DOLL ASSEMBLY LINE!*

AYE, BLACK BOLT'S BROTHER IS INDEED *INSANE*-- BUT NONETHELESS A *GENIUS!*

HIS MADMAN'S *EGO* WILL NOT *ALLOW* HIM TO *FAIL* IN THIS ENDEAVOR!

COME-- LET US LEAVE HIM TO HIS *WORK!*

*AND WHILE MAD MAXIMUS PUTTERS IN THINGS *BEYOND* OUR UNDER-STANDING--*

*--HIS INHUMAN *RELA-TIONS* SEEK TO *AMUSE* THEIR WEB-SLINGING GUEST WITH A ROYAL *TOUR* OF THEIR HIMALAYAN HOME...*

BEHOLD THE *ORB OF AGON,* SPIDER-MAN--

-- THAT WHICH SUSTAINS THE *NEGATIVE ZONE* THAT PROTECTS OUR CITY FROM THE POLLUTING *ATMOSPHERE* OUTSIDE!

IT IS THE *PRIDE* OF MY PEOPLE--

--AND *THIS*-- THIS IS OUR *SHAME!*

OMEGA-- SLAVE OF THE *ALPHA PRIMITIVES*--*

--WHO STANDS AS AN ETERNAL *REMINDER*-- THAT THE POWER OF *PREJUDICE* IS POWER TO *DREAD!*

--BUT I LEFT A LOT OF *IMPATIENT* LOOSE ENDS DANGLING IN THE FUTURE--

LOOK, PAL-- I'M ENJOYING THE THREE DOLLAR *TOUR*-- I REALLY *AM*--

-- SO WHY DON'T WE JUST *HEAD BACK*-- AND SEE IF THAT LUNATIC *COUSIN* OF YOURS IS--

--DONE!

ALL YOU NEED DO *NOW,* DEAR FAMILY, IS PUT THE DEVICE TO *USE!*

MERELY GATHER YOURSELVES *AROUND* IT--

*LAST SEEN IN *FANTASTIC FOUR* #131 & #132.--RT.

"--DEPRESS THE MECHANISM'S ACTIVATING BUTTON--

"--AND LISTEN AS MAXIMUS'S TRIUMPH OF INGENUITY HUMS TO LIFE--

"--BUT LISTEN QUICKLY--

"--FOR, IN LESS THAN A MOMENT--

"--YOU WILL BE GONE!"

HAHAHAHA

THERE IS AN INSTANT OF DARKNESS-- OF UNBEARABLE CHILL-- AND THEN...

PLACE HASN'T CHANGED MUCH SINCE LAST I WAS HERE--

THE STRONG-ARM-TYPES THAT IRON MAN AND I HASSLED WITH ARE STILL UNCONSCIOUS AND...

HEY--I TAKE IT BACK!

SOMETHING IS SCREWY HERE!

THAT SHIP COMING IN FOR A LANDING BELONGS TO--

ZARRKO!

AND BEFORE SPIDER-MAN'S ASTONISHED EYES, THERE TRANSPIRES...

AT LAST... IT'S DONE!

THE FINAL OBSTACLE, CRUSHED...

...THE ULTIMATE PORTAL, OPENED.

ALL THANKS TO SPIDER-MAN... AND IRON MAN.

BEFORE THIS, I DID NOT DARE ENTER THAT FORTRESS--

--BUT NOW, WITH THE TIME STORM LEVEL SUNK SO LOW BECAUSE OF THEIR PRESENCE...

... THE INVADER'S STRONGHOLD IS MINE! MINE!

WITH THE TIME STORM BROKEN AND DIFFUSED, THE TEMPORAL ENERGIES WILL BE FREED ONCE MORE--

--AND THIS TIME IT WILL BE ZARRKO WHO WILL CONTROL THEIR USEAGE--

--ZARRKO WHO WILL CONTROL ALL!!

IN THE IMMORTAL WORDS OF JOHNNY STORM-- "HUH?"

IT'S TOO *EARLY* IN THE SEASON FOR SUMMER *RERUNS*-- AND YET...

SNAP!

MAXIMUS! HE RETURNED US TO THE FUTURE SEVERAL MINUTES *BEFORE* I FIRST *LEFT* HERE!

OKAY, TROOPS-- LET'S *MOVE* IT!

WE'LL CUT DOWN A *DIFFERENT* CORRIDOR THIS TIME--

--*AVOID* THE TROUBLE SHELL-HEAD AND I RAN INTO *LAST* TIME I TRIED THIS!

SECURITY FORCE *FOUR*-- ADVANCE AGAINST INTRUDERS!

SPUNCH!

ON THE *OTHER* HAND...!

HUNT *COVER*, GANG!

INITIATE HOLDING PLAN AS PREVIOUSLY *DESIGNATED*--

SPWANG!

--*NOW!!*

BUT PRACTICAL THOUGH THE WEB-SLINGER'S SUGGESTION MAY BE--

--THOSE WHO HAVE ACCOMPANIED HIM THRU THE CENTURIES CHOOSE TO IGNORE IT--

--JUST AS SILENT BLACK BOLT IGNORES THE WITHERING RAY-BLASTS THAT SCORE THE TEPID AIR AROUND HIM...

HOLD STILL, INTRUDER--

--AND I PROMISE YOU YOUR DEATH WILL BE QUICK!

BUT IF THE MONARCH OF THE INHUMANS HEARS THE SARCASTIC COMMAND, HE DEIGNS NOT TO ACKNOWLEDGE IT--

--SAVE TO FLY EVER-MORE-INTRI-CATE PATTERNS ABOUT THOSE WHO PURSUE HIM--

--AERIAL MANEUVERS THEIR SMALL SKY-SKIMMING SLEDS CANNOT HOPE TO DUPLICATE!

FWHAMM!

WHILE BELOW, THOUGH EQUALLY UNIQUE--

--MANEUVERS OF QUITE ANOTHER SORT ARE WELL UNDER WAY...

BACK, HUMAN VERMIN--

--BACK BEFORE THE THUNDEROUS MIGHT OF GORGON'S POUNDING HOOF!

CHOOM!

SURRENDER, INTRUDER-- OR BE INSTANTLY DESTROYED!

SURRENDER? NAY--

--NOT WHILE KARNAK'S POWER IS YET HIS ALONE--

--THE POWER TO STRIKE ANYTHING AT ITS WEAKEST-- MOST VULNERABLE POINT--

--AND, WHILE SUCH POWER MAY BE NOT AS FLAMBOYANT AS THOSE OF MY INHUMAN COUSINS--

CHAK!

CHUD!

--'TWILL SERVE-- 'TWILL SERVE!

WHILE, SEVERAL FEET SKYWARD...

FOR A GUY WHO DOESN'T SAY MUCH, BOLTSY-- YOU SURE DO GET THINGS DONE!

AFRAID YOUR FRIENDLY, NEIGHBOR-HOOD WEB-SLINGER HAS TO STRUGGLE ALONG IN A FAR MORE PEDESTRIAN FASHION!

THIS IS PEDESTRIAN?

NYAHH NYAHH NA NYAHH NA! HEY, MEATBALLS-- YER SISTER PLAYS THE TUBA!

I WOULD HAVE SAID "YER MOTHER WEARS COMBAT BOOTS"!-

--BUT, IN YOUR CASE, IT'S PROBABLY A COMPLIMENT!

HEY-- WATCH WHERE YOU'RE FLYING!

I DON'T JUST HANG THOSE WEBS UP THERE FOR MY HEALTH, YA KNOW!

SPUTT-- SPUTT-- RAKK--

ARROGANT FOOL! WE SHALL-- WHAT?

NO! THOSE ACCURSED FIBERS HAVE FOULED OUR ROCKET ENGINES!

AWWWW-- DID THE BIG, BAD SPIDER-PERSON RUIN YOUR WIDDLE TOYS?

MY HEART BLEEDS FOR YOU, BOYCHICK--

--BUT IT'S NOTHING A LITTLE BAND-AID COULDN'T CURE!

KTHUDD!

YOU FELLAS SORT'A GET THE IMPRESSION WE'RE *NOT* QUITE AS *OUT-NUMBERED* AS WE WERE A FEW *SECONDS* AGO?

INDEED, SPIDER-MAN! THUS I SUGGEST WE PUT A SWIFT *END* TO THIS FRACAS--

--AND DEVOTE OUR *ATTENTION* TO THE MATTER WHICH *BROUGHT* US HERE--

--FOR I FIND MY USUALLY *LIMITLESS* PATIENCE IS BEGINNING TO WEAR *THIN!*

THWIP!

POK

DON'T LET IT *BOTHER* YOU, TRITON--

--PROBABLY JUST THE TIME-HOPPIN' EQUIVALENT OF *JET LAG!*

CLUNK!

WHIT

THAK!

AT THIS POINT, LET US AVERT OUR WIDENED EYES FOR JUST A MOMENT FROM THIS SCENE OF UNMITIGATED VIOLENCE--

--AND REJOIN THEM AS THEY RACE ONWARD TOWARDS THE SWIFT COMPLETION OF THEIR APPOINTED ROUNDS...

GEE, THAT SOUNDS FAMILIAR-- LEN.

WHILE, DEEP WITHIN THE CITADEL, WITNESS A SCENE WE WOULD SWEAR WE HAVE SEEN BEFORE...

YOU'LL DO NOTHING, ZARRKO. YOUR EFFORTS ARE FINISHED.

EH?

SOMEONE'S ATTEMPTING TO ENTER THROUGH THE AIRLOCK-- THE THOUGHTLESS BABOONS!

ENTER, YOU-- NO!

NO, IT CANNOT BE!

THE SAME RAY WHICH STUNNED MY PREVIOUS GUESTS WILL HOLD YOU NICELY, WHILE I--

NOT YOU! NOT YOU!

IF YOU REMEMBER, LAST ISSUE WE SAID YOU'D HAVE TO WAIT UNTIL THIS ISSUE TO FIND OUT THE IDENTITY OF KANG'S NEW ASSAILANT.

WELL, THE TIME OF REVELATION IS HERE-- AND WE'LL GIVE YOU THREE GUESSES AS TO WHO THAT ASSAILANT--OR ASSAILANTS-- MAY BE! ONE... TWO...

SPIDER-MAN--?

AWWWW--YOU GUESSED!

--AND FOUR NEW COSTUMED CRETINS!

THEY'RE CALLED THE INHUMANS, KANGSY--

-- BUT WE'LL CHALK UP YOUR IGNORANCE TO A LACK OF SOCIAL BREEDING!

I DON'T KNOW HOW YOU *ESCAPED*, WALL-CRAWLER-- OR WHERE YOU *FOUND* YOUR NEW COMPANIONS--

--BUT THE RAY THAT DEFEATED BOTH *YOU* AND *THE AVENGERS* SHALL SERVE AS WELL FOR *THEM!*

EVEN ODDS YOU'RE *RIGHT*, SPACE-FACE--

ASSUMING, OF COURSE, IT *HITS* US--!

--AND THE SHATTERING HOOF OF *GORGON* SHALL MAKE CERTAIN IT DOES *NOT!*

THWOOM!

UUNNGG!

ENOUGH! WITH ONE PULL OF THIS LEVER, THE AVENGERS SHALL *DIE*--

--AND *YOU* WILL BE TO *BLAME!*

UH *HUH*-- ONLY ONE THING *WRONG* WITH THAT, BRIGHT-EYES--

"--IT'S IMPOSSIBLE TO PULL *ANYTHING* WITH YOUR MITT AS *STICKY* AS A YEAR-OLD JELLY JAR!"

WWHHTTT

HUH? NO-- I WILL NOT BE DEFEATED *NOW!*

*STEALTHILY, KANG'S THICK-GLOVED HAND GRASPS A HOLSTERED **WEAPON**-- AND THE MOTION GOES **UNSEEN**--*

*-- BY ALL SAVE **ONE**--*

--ONE WHO CUPS GLOVED HANDS TO EVER-SILENT LIPS--AND UTTERS A SINGLE WORD--

PRECISELY WHICH WORD IS SUPERFLUOUS--

--ONLY ITS EFFECT IS OF IMPORTANCE--

--AND THAT EFFECT IS VERY GREAT, INDEED!

AND WHEN, AT LAST, THE ROOM NO LONGER TREMBLES, A CERTAIN WEB-SLINGER KNOWS WHY BLACK BOLT KEEPS SO ETERNALLY SILENT...

LET'S SEE... KANG'S OUT.., HIS EQUIPMENT IS SMASHED... THE AVENGERS ARE REVIVING... AND WE'RE STILL ALIVE...

YEP--THAT TAKES CARE OF JUST ABOUT EVERYTHING--

--EXCEPT--

--ONE PUDGY WOULD-BE *DICTATOR* HAS DECIDED NOT TO *STICK AROUND* FOR THE FINAL SCENE!

COME ON, ZARRKO-- YOU DON'T *REALLY* WANNA DO THAT!

YOU *KNOW* HOW MUCH WE'D ALL *MISS* YA!

BESIDES--THERE'S THE LITTLE MATTER OF YOUR *DOUBLE-CROSS* TO DISCUSS!

YOU *RUINED* WHAT STARTED OUT AS AN ALMOST-DECENT *SUNDAY*--

--AND I *OWE* YOU FOR THAT, FRIEND--

--REALLY *OWE* YOU!

SPIDER-MAN-- *NO!!*

YOU WOULDN'T--! Y-YOU *COULDN'T*--!

OF COURSE, HE COULD--

--AND A SHORT WHILE LATER, THE WEB-SLINGING WONDER STEPS BACK INTO THE ROOM, SMILING BENEATH HIS MASK...

HERE, GANG-- WHILE YOU'RE CLEANING UP THE *GARBAGE*--

--DO SOMETHING WITH *THIS!*

ZARRKO! I STILL HAVE A *DEBT* TO SETTLE WITH HIM!

NOT ANY *MORE,* SHELL-HEAD. I PAID HIM BACK FOR *BOTH* OF US!

NOW--UNLESS ONE OF YOU FOLKS HAS *CAB FARE* BACK TO THE 20TH CENTURY--

--I SUGGEST WE HEAD *OUTSIDE*--

--AND LET THE *AUTOMATIC RECALL* GIZMO THAT MAXIMUS ADDED TO THE "*TIME BOMB*" TELEPORT US *HOME!*

HMMM--MIGHT AS WELL DRAG *KANG* ALONG *WITH* US--!

HE'LL LOOK *GREAT* STUFFED AND MOUNTED ON SOMEBODY'S...

--WHA--? KANG'S COSTUME-- *EMPTY?!*

PEOPLE, I DO BELIEVE WE'VE BEEN *HAD!*

WE WERE BATTLING A-- *PUPPET!*

AYE, FOOLS--AS *YOU* HAVE BEEN ONLY PUPPETS IN KANG THE CONQUEROR'S DIRTY LITTLE *WAR!*

FOR NOW, YOU SEEM TO HAVE *THWARTED* ME--BUT *MARK* ME WELL--

--WE SHALL MOST CERTAINLY MEET *AGAIN!*

YOU BET YOUR *HIP-BOOTS* WE WILL--"*CONQUEROR*"!

MOMENTS AFTER, OUT-SIDE THE BATTLE-TORN CITADEL, AS SPIDEY FILLS THE REVIVED AVENGERS IN ON WHAT TRANSPIRED DURING THEIR FORCED HIBERNATION--

--HIS VOICE IS DROWNED OUT BY A SHARP, PIERCING HUM--

--AND HE AND HIS COMPANIONS SHIMMER SOFTLY OUT OF VIEW--

--TO REAPPEAR ALMOST INSTANTLY--

--RIGHT BACK WHERE WE *STARTED!*

INDEED I DO *HOPE* SO, SPIDER-MAN--

--FOR, IN TRUTH, WE OWE THEM *MORE* THEN WE CAN EASILY *REPAY!*

MAXIMUS MUST HAVE *RIGGED* THE DEVICE TO DO THE *SAME* FOR THE *INHUMANS!*

NOT TO MENTION WHAT YOU OWE *ME* FOR BLOWING A PERFECTLY GOOD *SUNDAY*, THUNDER GOD--

--BUT I'M A *GOOD SPORT*--

--I'LL *MAIL* YOU MY *BILL!*

SEE YA IN THE *FUNNY PAPERS*, GANG!

FARE-THEE-WELL, SPIDER-MAN-- AND *THANKS!*

NEXT: "WOLF AT BAY!"

Marvel Team-Up #5 cover original art
by Gil Kane & Frank Giacoia

#5, NOV JULY SCHED.

WORLD COLOR

MARVEL TEAM-UP

MARVEL COMICS GROUP™

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MARVEL TEAM-UP™

FEATURING

SPIDER-MAN AND THE VISION™

KEEP BACK, EVERYBODY! IF SPIDER-MAN CAN'T STOP THAT THING FROM TOTALING THE VISION--

--NOBODY CAN!!

THE MENACE OF THE MONSTROID!

YELLOW T S

RED

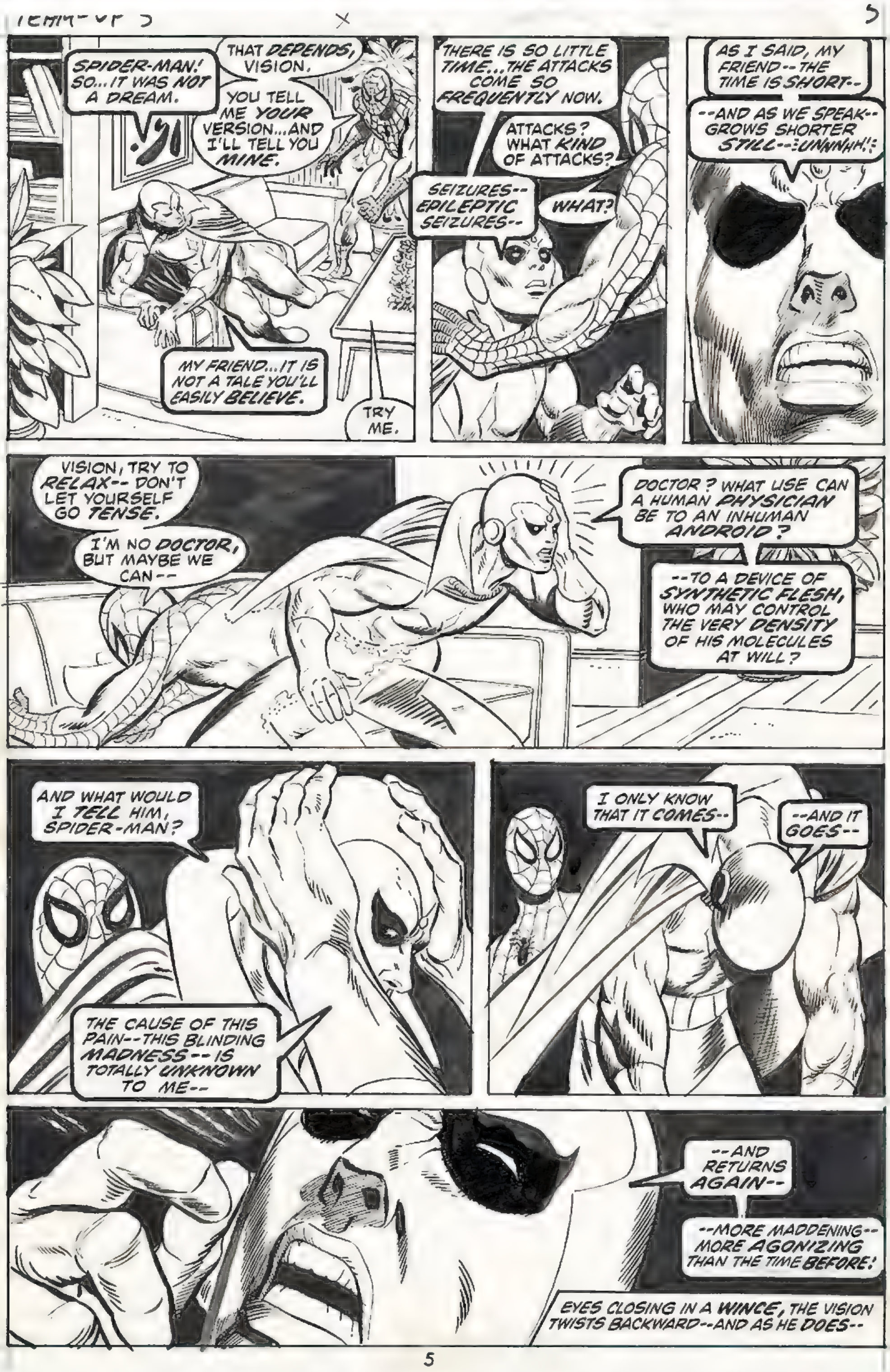
BLACK T S

BLUE

7X10½
1 SP

Courtesy Heritage Auctions

Marvel Team-Up #5, page 4 original art
by Gil Kane & Mike Esposito


SPIDER-MAN! SO...IT WAS NOT A DREAM.
THAT DEPENDS, VISION.
YOU TELL ME YOUR VERSION...AND I'LL TELL YOU MINE.
MY FRIEND...IT IS NOT A TALE YOU'LL EASILY BELIEVE.
TRY ME.
THERE IS SO LITTLE TIME...THE ATTACKS COME SO FREQUENTLY NOW.
ATTACKS? WHAT KIND OF ATTACKS?
SEIZURES--EPILEPTIC SEIZURES--
WHAT?
AS I SAID, MY FRIEND--THE TIME IS SHORT--
--AND AS WE SPEAK--GROWS SHORTER STILL--:UNNNHH!:
VISION, TRY TO RELAX--DON'T LET YOURSELF GO TENSE.
I'M NO DOCTOR, BUT MAYBE WE CAN--
DOCTOR? WHAT USE CAN A HUMAN PHYSICIAN BE TO AN INHUMAN ANDROID?
--TO A DEVICE OF SYNTHETIC FLESH, WHO MAY CONTROL THE VERY DENSITY OF HIS MOLECULES AT WILL?
AND WHAT WOULD I TELL HIM, SPIDER-MAN?
THE CAUSE OF THIS PAIN--THIS BLINDING MADNESS--IS TOTALLY UNKNOWN TO ME--
I ONLY KNOW THAT IT COMES--
--AND IT GOES--
--AND RETURNS AGAIN--
--MORE MADDENING--MORE AGONIZING THAN THE TIME BEFORE!
EYES CLOSING IN A WINCE, THE VISION TWISTS BACKWARD--AND AS HE DOES--
5

Courtesy Heritage Auctions

BIOGRAPHIES

GERRY CONWAY

In 1969, sixteen-year-old Gerry Conway was a teenager peddling short stories to DC and Marvel for their horror anthology books, and by 1976, Conway had worked his way up to the position of Marvel's Editor-in-Chief. In between, he logged a mindbogglingly prolific schedule as writer for both companies; for purposes of brevity, it might be easier to list the titles he did not write!

After establishing a pedigree with those *House of Secrets* and *Tower of Shadows* short stories, Gerry quickly latched on to a regular gig as writer of *Daredevil, Sub-Mariner, Iron Man,* and both entries in the *Amazing Adventures* anthology (Black Widow and the Inhumans.) He also began long associations with *Amazing Spider-Man* and *Thor,* picking up with the flagship Spider-Man title after Roy Thomas had left to begin his own stint as Marvel EIC, and taking the baton on *Thor* from none other than Stan Lee. He scripted both books for nearly fifty issues each, and in the process wrote some memorable tales, including one of the all-time classic Spider-Man stories, "The Death of Gwen Stacy." Cueing off of his early interest in horror stories, Gerry took advantage of Marvel's burgeoning line of horror comics, co-creating *Werewolf By Night* and *Man-Thing,* as well as writing the first issue of the long-running *Tomb of Dracula*.

In 1976, he was handed the top job at Marvel, which he held for much of the year before transitioning to DC Comics. One of his first big assignments was writing the script for one of the first inter-company crossovers, *Superman vs. the Amazing Spider-Man.* Shortly thereafter, he began a long tenure on prime DC titles like *Superboy and the Legion of Super-Heroes, World's Finest* and *Wonder Woman*. He also co-created Firestorm with Al Milgrom in 1978, scribing all five issues of the short-lived '70s incarnation.

As the '80s dawned, he started a long run writing both key Batman titles, *Detective Comics* and *Batman,* and continued his long-term run on *Justice League of America,* a stint that began in earnest in 1978 and would end with the dismantling of the fabled JLA Detroit in 1986. During this era, he also revived Firestorm with artist Pat Broderick; this time the title found traction and Conway wrote the first 53 issues consecutively. A return to Marvel in the late '80s saw Conway tackling two of the three extant Spider-Man titles: *Spectacular Spider-Man* and *Web of Spider-Man*.

During this period of time, Conway was slowly asserting himself as a writer in film and television. His early '80s screenplay collaborations with Roy Thomas resulted in the animated film *Fire and Ice* and barbarian sequel *Conan the Destroyer*. By the late '80s, his opportunities in television writing had exploded, and he left comics to pursue his new vocation, writing for shows like *Matlock, Father Dowling Mysteries, Diagnosis: Murder* and *Law & Order*. His last work in comics was in 1993, writing the Topps Kirbyverse one-shot *Night Glider*.

Currently, Conway is still active in writing and producing for television, and resides in California with his wife and their child.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became a stalwart penciler on Marvel's *Amazing Spider-Man* during the '70s, gaining a renown as one of the great Spidey pencilers that has grown steadily over the years. With a smooth, compact style that eschewed extraneous detail, Ross Andru's artistic visions were grounded in a reality that engaged the maturing medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself bouncing between Marvel and DC, always with Esposito at his side. At Marvel, he handled mainly Western comics like *Annie Oakley,* while at DC, he toiled on Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the very first appearance of the fabled war hero Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over another of Kanigher's titles, *Wonder Woman*, starting a nine-year long run that would stretch through 1967 and find him telling charming stories of a mythological bent featuring Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was, *Metal Men.* Leaping from *Showcase* to its own bi-monthly title, Andru and Esposito co-created the sweet-natured heroic fantasy that featured artificially intelligent robots that reflected particular precious metals.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature,* where he drew the first adventures of The Defenders, and *Marvel Team-Up*, his first regular foray into Spider-Man.

Over the next five years, Andru would team with writer Gerry Conway and produce milestones as the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC super-hero crossover with *Superman vs. The Amazing Spider-Man*.

As the '80s dawned, Andru returned to DC in an editorial capacity, with his art focused mainly on covers. But as the decade carried on, his pencils would grace the interiors of books like *Atari Force, Jonah Hex, Vigilante*, and *Blue Beetle*.

Andru passed away in 1993.

GIL KANE

A gentleman and true master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles, and dynamic action present in every page gave Kane's work a language all its own. A language that reflected what to him were twin components of any drawing: grace and power, both irreducible elements of his style.

Gil Kane was born to parents who were Jewish émigrés, in this case from Latvia. Born in 1926 as Eli Katz, his family moved to Brooklyn, NY three years later. He studied art in high school but left school when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics), the publisher of *The Shield*. He would also do spot work for the other studios, but with WWII roaring, the young man enlisted in the army and served in the Pacific theater.

Upon his return, he permanently adopted the pseudonym Gil Kane, and got back to the business of creating comics. By the late '50s, when the Silver Age super-hero revival was slowly inching out of quiescence, Kane truly began to make his mark, and in so doing, created what many feel to be the definitive take on the Green Lantern in the pages of *Showcase*. To fill in empty time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character of Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

But it wasn't only DC he worked for, as he would also be turning in pages for Marvel Comics, becoming the first artist to have work bearing his name published simultaneously by both companies. His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Gil represented some of his finest work to date.

He would make waves as he settled into his run as penciler of *Amazing Spider-Man* with the notorious "drug issues" from #96-98, which were the first comics of the day to eschew the Comics Code in order to tell a hard-hitting story highlighting the negative effects of drug use. A few years later, Gil Kane was also behind the drawing board for the pivotal "Death of Gwen Stacy" issues of *Amazing Spider-Man*.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering countless iconic cover images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Gil gave life to their newly interpreted version of Adam Warlock, and co-created comics' first kung-fu action hero, Iron Fist.

Always searching to expand the audience, format and sophistication of comic art, Kane conceived and illustrated the independent graphic novel, *Blackmark* in 1971, considered by many to be the first American graphic novel. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Gil's work appeared regularly up to the year 2000 with brief stops in the '70s and '80s, as he dabbled in TV animation. He was ushered into the Eisner Hall of Fame in 1997, and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

JIM MOONEY

A prolific artist on the comics scene since the 1940s, Jim Mooney proved to be a very gifted draftsman, nimble enough at both penciling and inking that he gained a reputation for both disciplines that kept him in constant employ for decades. Tabbed by his peers with the nickname "Gentleman" Jim for his positive and polite demeanor, he became an artist revered by fans of both DC and Marvel Comics.

Just after the dawning days of comics' Golden Age, Jim broke into the business working under the tutelage of such luminaries as Will Eisner, Lou Fine and Nick Cardy. He would grow to find his artistic voice alongside peers like George Tuska and Ruben Moreira, freelancing for many of the era's most prominent publishers including Timely, where he met a young Stan Lee and hit it off with the young staff writer/editor.

As the decade progressed, his work at DC took prominence. Jim was crafting stories of the Dynamic Duo in both *Batman* and *Detective Comics*, plus Robin stories in *Star-Spangled Comics*. He also drew many of the seminal adventures of Tommy Tomorrow in *Action Comics*. It was while drawing Supergirl in the pages of *Action Comics*, however, that Jim crafted an enduring legacy with his clean, illustrative take on Superman's cousin.

Jim worked at DC until 1968, when his bold, streamlined style was called upon to team with John Romita on *Amazing Spider-Man*. It would be the beginning of a relationship with the Webslinger that would lead to almost two decades of memorable penciling and inking of the character, including *Peter Parker, Marvel Team-Up* and the flagship title. His enthusiasm for work at Marvel also led to work outside of Spider-Man, with highlights including his run on *Ghost Rider* and *Man-Thing* and *Omega the Unknown* with Steve Gerber, but Jim lent his hand to virtually every title Marvel produced in one way or another leaving an impressive legacy upon his passing in 2008.

ROY THOMAS

Roy Thomas broke into the comics business in 1965, a bright-eyed young man from Missouri who would come to personally represent the inevitable promise of the medium finally made manifest: the fan that was raised on the stories was now creating them. Along with fellow fan Jerry Bails, Roy developed the first

known organized comic fandom in the pages of *Alter Ego,* their self-published fanzine that connected together longtime and avid readers of comic books.

Leaving a teaching job, Roy took his deep knowledge of comics characters and their history and moved to New York City, taking advantage of an opportunity to work at DC Comics. His stay lasted little over a week, and he moved quickly across town to Marvel, where his career in comics started in earnest. As staff writer under Stan Lee, his duties quickly matured from proofreading and spot writing to more serious work as an assistant editor, where his acumen at remembering the minutiae of Marvel history came in handy for his forgetful boss.

Titles as disparate as *Modeling With Millie, Kid Colt,* and *Sgt. Fury* were written under his auspices, but his burning desire to write his own super-hero comics was held at bay. Eventually, he was able to write a few super-hero stories as fill-ins for Stan Lee: "My Life For Yours!," the Iron Man feature in *Tales of Suspense* #73, and a pair of Dr. Strange stories for *Strange Tales.*

Stan must have liked what he was reading, because after this seeming trial period, Roy "The Boy" (as he was called around the Bullpen) was given his own books for keeps. Roy closed out 1966 holding the reins to both *Sgt. Fury* and *The X-Men.* The latter book was a big deal for him personally, as his true love in writing was not *just* super-hero books, but super-hero *team* books! Along with artist Werner Roth, Roy carried the book through its post-Lee/Kirby tenure, creating characters along the way like Banshee, Sunfire, and Havok, culminating in his watershed collaboration with Neal Adams.

Proving his mettle on *X-Men* led him to *The Avengers,* and it was with this team that Roy really started crafting his legacy. In the pages of Earth's Mightiest Heroes, Roy introduced the Vision, drafted the Black Panther into membership, and wrote the "Kree/Skrull War." All in all, Roy logged serious time as writer of *Doctor Strange, Sub-Mariner, The Incredible Hulk, Captain Marvel* and more before the '60s concluded.

As he marched into the '70s, Roy's influence at Marvel widened even further to include the first adaptation of Robert E. Howard's *Conan the Barbarian,* a reinvention of Adam Warlock, and new super-team, The Defenders. By 1972 Roy was selected to succeed Stan Lee as Editor-In-Chief after the maestro of Marvel moved on to duties as Publisher. His tenure as EIC lasted for over two years before he returned to his writer/editor role, creating *Savage Sword of Conan, What If...?,* and the WWII heroes, the Invaders.

In 1980, he left the House of Ideas for DC Comics to pursue a lifelong dream by reviving the Justice Society of America in the pages of *All-Star Squadron.* He wrote many more comics for DC and Marvel over the next two decades and is still active today, writing comics, historical studies, adaptations of classic novels, and publishing a new version of *Alter Ego.* He lives in South Carolina with his wife and collaborator, Dann, and an amazing menagerie of animals that must make the neighbors nervous!

LEN WEIN

Len Wein's career is highlighted by successes from co-creating Swamp Thing, to launching the "All-New, All-Different" X-Men, and editing *Watchmen*, but few fans know that the award-winning writer and editor started out as a comic book artist.

As a teenager, Wein was tied to the hip with fellow fanzine writer Marv Wolfman, regularly skipping school to tour the DC Comics offices. After building a rapport with artists and execs like Dick Giordano, Carmine Infantino and Joe Orlando, Wein was able to credibly pitch original work to the editors. Though his artwork was politely passed upon, a script for the *House of Mystery* series was accepted and a career as a writer was born. The freelancer attacked his new occupation with gusto, writing for DC, Marvel, Gold Key and Skywald, across all genres from Western to horror, and licensed properties from Hot Wheels to Star Trek.

Although his desired career as an artist didn't quite pan out, it did give Wein insight into his collaborator's creative process and helped him garner acclaim as a writer that was "easy to draw." After dabbling with super heroes in the early '70s (Daredevil, Superman, Flash), he teamed with artist Bernie Wrightson to create Swamp Thing. Originally conceived in the pages of *House of Secrets*, the concept was too great to stay in the horror anthology and soon got its own title to great critical reception. Other notable achievements from his tenure at DC include a run with Dick Dillin on *Justice League of America*, and co-creating the Human Target.

Hopping over to Marvel in 1974, Wein got busy scribing several series, particularly *Incredible Hulk*, where he and artist Herb Trimpe co-created one of comics' most famous characters—Wolverine. That wasn't the end of his mutant doings, as with artist Dave Cockrum, he revived the dormant X-Men property, recasting them as the "All-New, All-Different" X-Men. Its cadre of characters, including Storm, Nightcrawler and Colossus, were ushered into existence by Wein and handed off to writer Chris Claremont, who would shortly turn them into a phenomenon.

Returning to DC, Wein helped spur a creative revival at the company, editing *New Teen Titans, Camelot 3000*, and *Swamp Thing*, which gave writer Alan Moore a platform to share his talents; shortly thereafter, Wein would preside over Moore and Dave Gibbon's ground-breaking *Watchmen*. Since then, Wein's credits in comics, animation and television writing have been numerous and well received. His latest comics work includes a run as writer of *Justice League of America*.

Biographical material researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS LIBRARY

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THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

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THIS TIME YOU PUSHED US TOO FAR, WALL-CRAWLER!
NO, SCOTT! DON'T BLAST HIM--NOT NOW--OR HE'LL FALL TO HIS DEATH!!
TOO LATE, LADY! SCRATCH ONE SPIDER-MAN!
THE MARK OF THE MUTANTS!

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KEEP BACK, EVERYBODY! IF OL' SPIDEY CAN'T STOP THAT THING FROM TOTALING THE VISION--
--NOBODY CAN!!
THE MENACE OF THE MONSTROID!

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MAN! I WIN OUR LITTLE BET, PUPPET MASTER!
MY MIGHTY ANDROID IS HURLING THE THING TO HIS DOOM!
SO MY VICTIM DIES FIRST!
NOT SO, THINKER!
SPIDER-MAN WILL HIT THOSE DEADLY SPIKES BEFORE HIM!
DEATH-TRAPS OF THE DEADLY DUO!

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SPIDER-MAN AND THE INVINCIBLE IRON MAN
WHY--? WHERE IN BLAZES ARE WE, WALL-CRAWLER?
WELL--WE CAME FROM TODAY--
--AND THIS SURE ISN'T YESTERDAY--
SO CAPTAIN AND TO BOOT WE'RE SMACK-DAB IN THE MIDDLE OF--
The TOMORROW WAR!

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SPIDER-MAN AND THE HUMAN TORCH
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WAR ACROSS A THOUSAND CENTURIES!
ALL TIME AND THE TOMORROW MAN! TOO! (NOT SHOT!)

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